CAPTAIN AMERICA®

MARVEL MASTERWORKS®

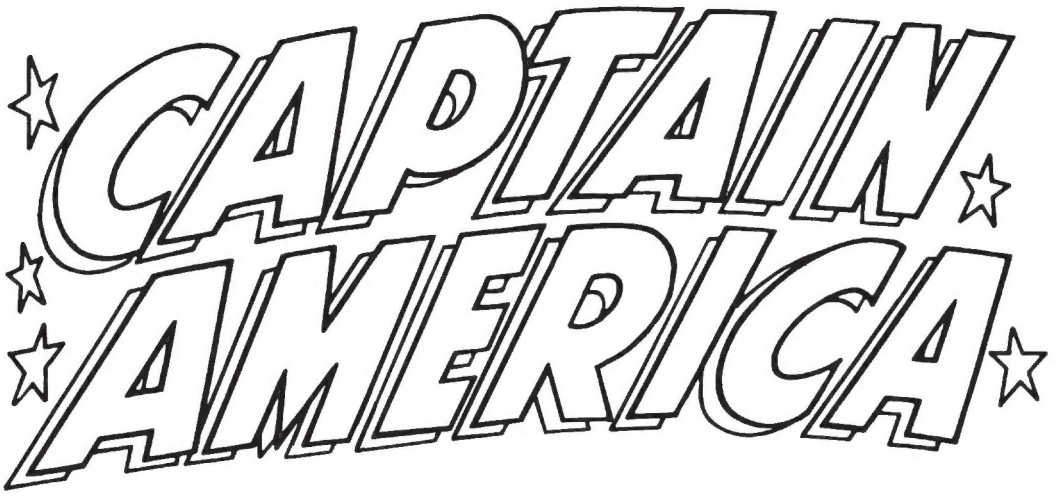
BY STAN LEE & JACK KIRBY

WITH GIL KANE

MARVEL

MARVEL MASTERWORKS

PRESENTS



VOLUME 2

COLLECTING

TALES OF SUSPENSE Nos. 82-99

& CAPTAIN AMERICA No. 100

STAN LEE • JACK KIRBY

WITH GIL KANE

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MARVEL MASTERWORKS
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CAPTAIN AMERICA
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INTRODUCTION
BY STAN LEE

Hi, Heroes!

Before we get to the good stuff, I've gotta tell you why Captain America means so much to me.

When I was a teenager, Cap was far and away my favorite super hero. The way Jack Kirby drew him, he seemed like the most dramatic, most courageous, most heroic man in the world. And those stories of his! With villains like the Red Skull, Black Talon and the Butterfly, to name just a few—wow! I had never seen such sheer excitement in the pages of any comic book.

But then came the best part.

When I was seventeen, just out of high school and looking for a job, where did I end up? You guessed it—Timely Comics! (It didn't become "Marvel" until the 1960s.) And what was the first story I was given to write? Hey, you must be a mind reader—you guessed it right away. It was Captain America.

Even today, I still get a twinge of excitement when I see that powerful red, white and blue figure going into action. And now, here's your chance to share some of Cap's early adventures and see why, after all these years, he's remained one of the most popular figures in all of comicdom.

If I try to tell you about all the colorful super villains Cap will be fighting on the pages that follow, this intro would take up half the book. So, to help you get to the wild, way-out stories as soon as possible, I'll just touch on some of the wonderment that lies ahead…

For starters, we're featuring the most dangerous, most unbeatable villain of all—the awesome Adaptoid. How can Captain America, or any human, hope to defeat a being that can steal his own identity? But there's even more. You'll relive a bit of the past as you meet Cap's young sidekick, Bucky Barnes and discover the league of evil geniuses known as A.I.M. (Advanced Idea Mechanics), the ones who created the invincible Adaptoid. This one you won't soon forget.

Before we move on, I ought'a tell you that all these stories, except one, were published in *Tales of Suspense*, in which Cap shared top billing with the Invincible Iron Man. One issue would feature Cap on the cover and the next would feature Iron Man, and so forth. Our final tale is a double-length Captain America, which was the featured story when he got his own book at last. And what a yarn it is! It shows how Cap was discovered by the Avengers a few decades after World War II ended. And wait'll you see the cover! It features Cap and a half dozen of Marvel's top heroes from the stormy sixties—all for the price of one!

One of the great things about Cap's stories has always been the other sensational characters, both heroes and villains, who appear with the ol' shield slinger, and this collection proves that statement in spades.

You're gonna meet the Black Panther as you've never seen him before, first fighting against Cap and then fighting with him. As the first black super hero in comics, he's always been as popular as Cap himself, and when the two of them get together it's sheer super-hero dynamite. I always dug the name I gave him, T'Challa, King of Wakanda. You'd be surprised how many readers have spent hours poring over their atlases and Googling the Web trying to see where Wakanda is. I almost haven't the heart to admit I made it up.

And how about the ever-deadly, ever-merciless Red Skull? Wait'll you see him force Cap to tell the American public that he's a traitor to the flag. Y'know, I always tried to stress patriotism and love of country in all these stories, because if any hero justified the use of good, old-fashioned flag-waving it was Captain America. Somehow, whenever the red, white and blue Avenger did his thing for the country he loved, it never seemed corny, at least not to me. Joe Simon and Jack Kirby created Cap to be a symbol of American valor and patriotism and that's exactly what he has represented over the years to millions and millions of readers.

Another hero who has a special place in my heart is Nick Fury, Agent of S.H.I.E.L.D. In fact, to me, Nick is the closest thing to Captain America, without the colorful costume. So what could be more natural than for us to include the ex-commando fighting alongside Cap? But even more than that, we'll give you the chance to renew your acquaintanceship with S.H.I.E.L.D.'s Agent 13, one of comicdom's most gung-ho females. Her name is Sharon Carter and we'll leave it to you to figure out if Cap thinks of her as just a secret agent, or if she means more to him than that. After all, it never hurts a rollickin' adventure yarn to have a little romance tossed in.

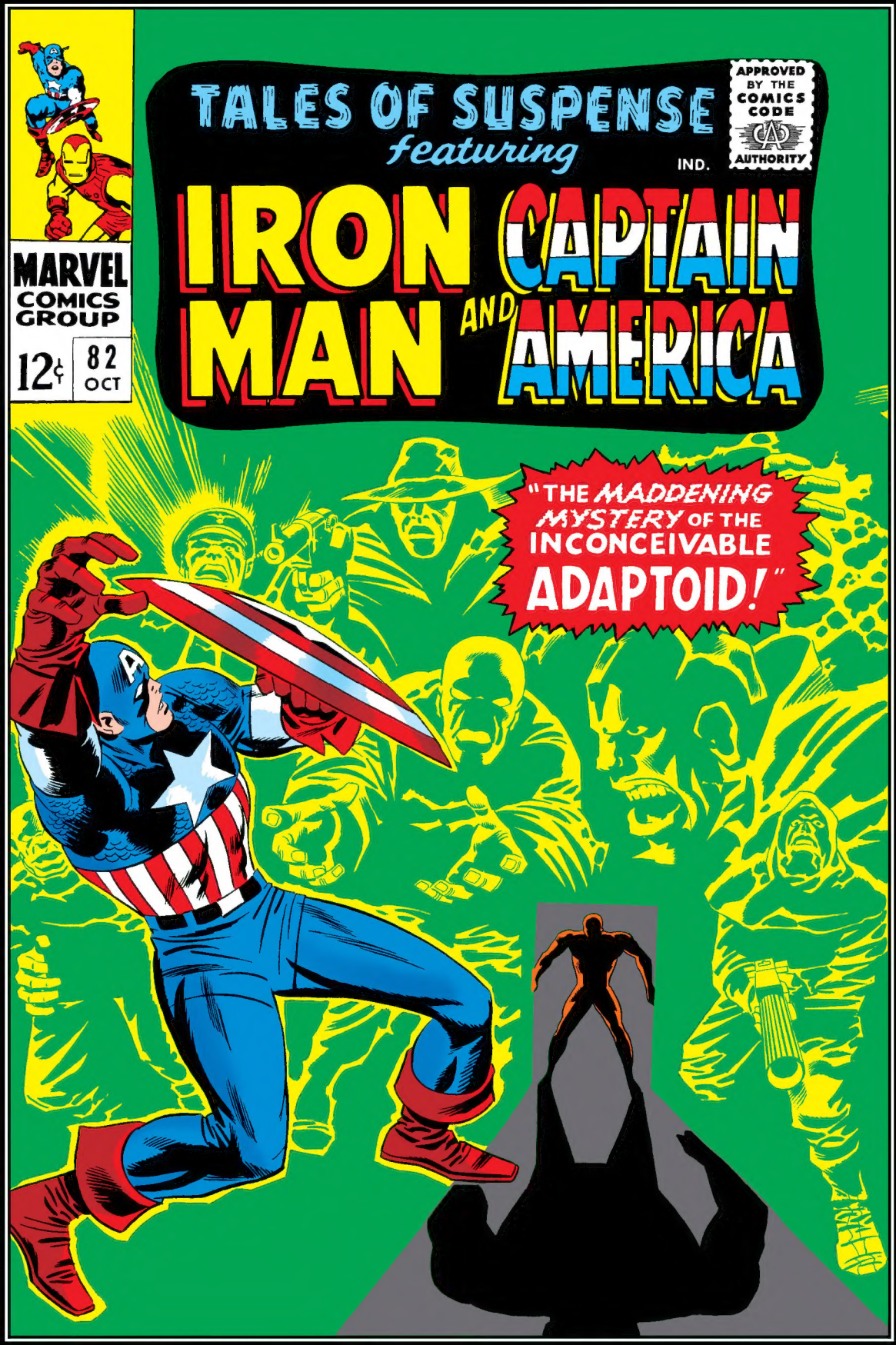
I should also mention that my good friend, editor and scriptwriter Roy Thomas, wrote one of the cleverest tales in this amazing collection. It deals with an impersonator who threatens to end Cap's career—forever. I can't tell you the ending, but I can give you a hint—Cap's still here, isn't he?

Another treat in store for you is the fact that, because Jack Kirby was too busy to draw issues 88 through 91, you'll be able to enjoy the superb artistry of Gil Kane. One of Marvel's most popular pencilers, Gil had a style all his own, a style that made every story seem like a whirlwind of action as well as a study in exciting characterization. With artists like Jack Kirby and Gil Kane, I always felt like the luckiest writer/editor in the world, and y'know something? I was!

There's so much more I could say, so many more thrills and surprises waiting on the pages ahead, but I'm just about out of room. Besides, I'm as eager as you are to get to the stories. Remember, it's been decades since I read these tales and I can't wait to see if they're as great as I thought they were. (I think I will!)

EXCELSIOR!

2005


TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
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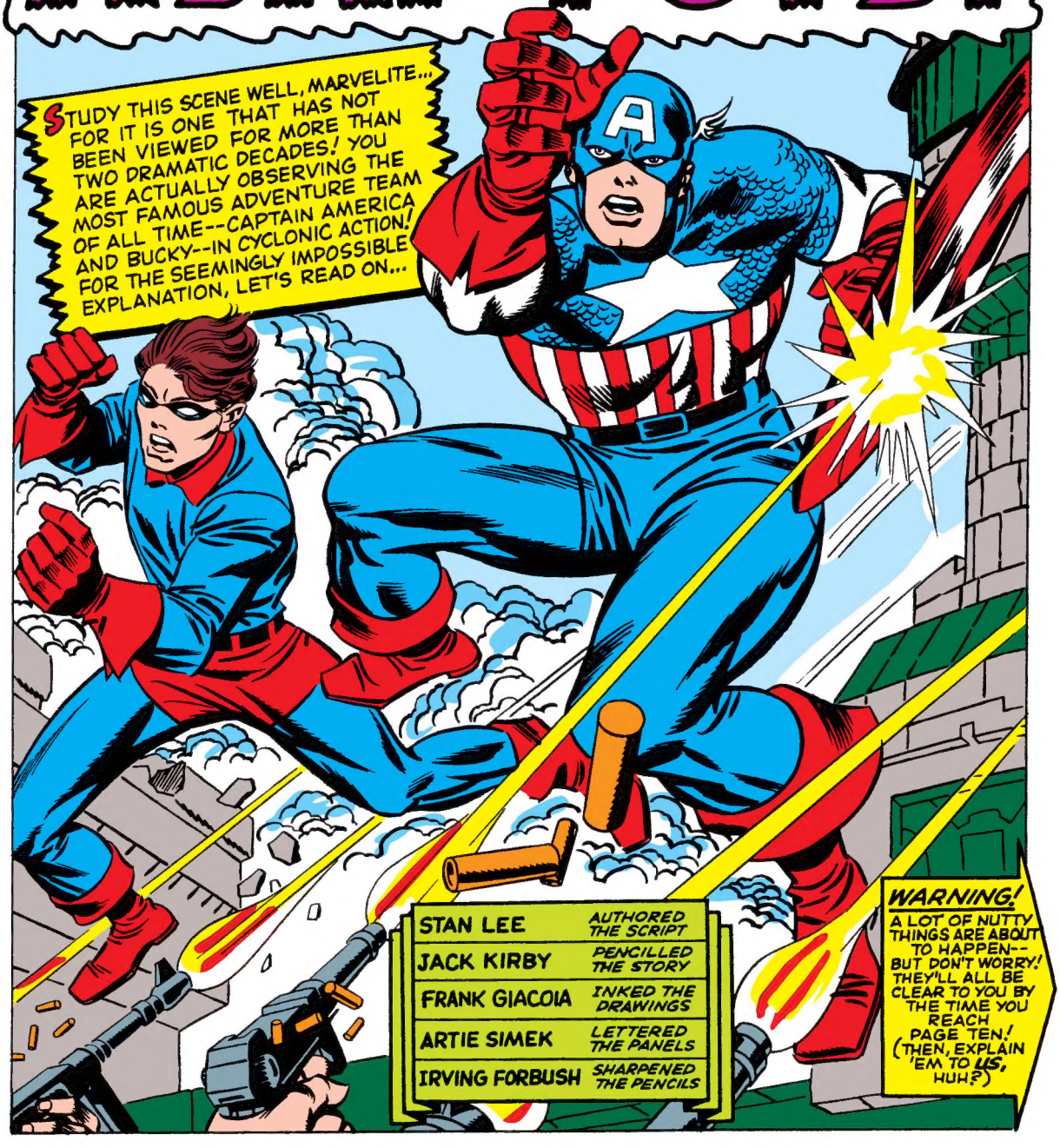
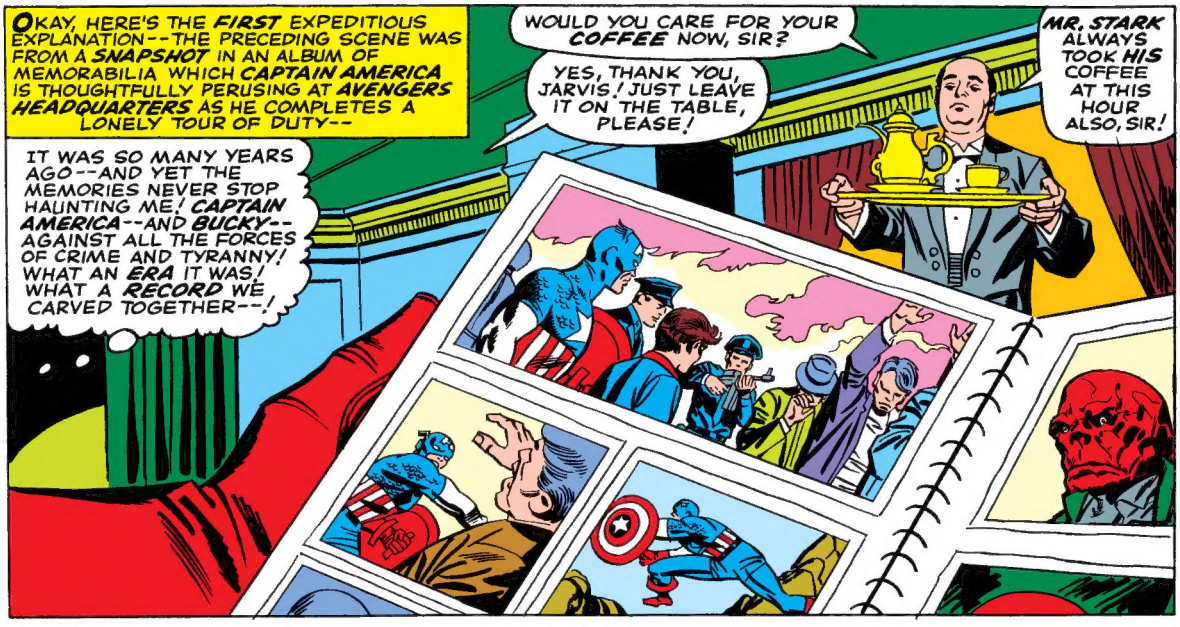
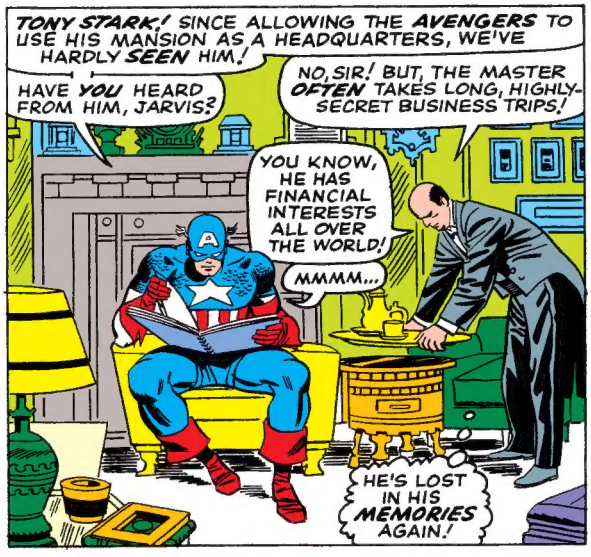
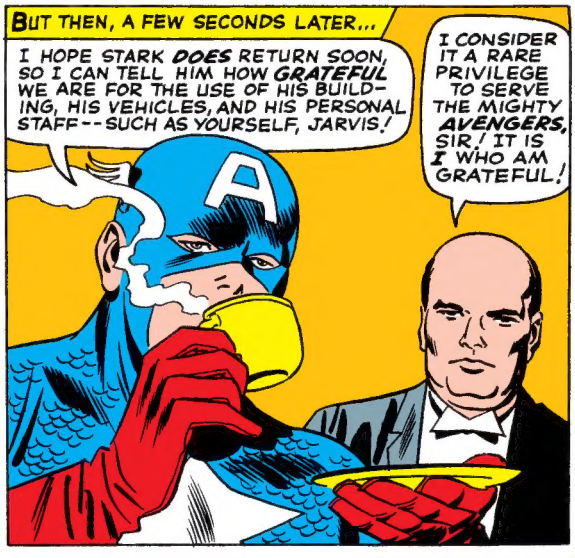
"THE MADDENING MYSTERY OF THE INCONCEIVABLE ADAPTOID!"

"The MADDENING MYSTERY of THE INCONCEIVABLE ADAPTOID!"

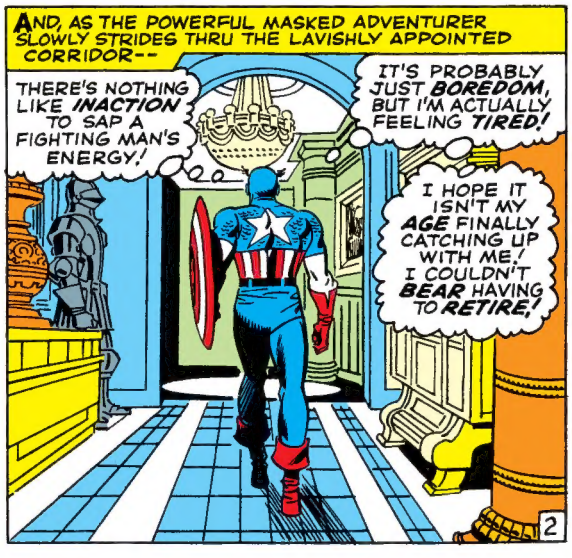

STUDY THIS SCENE WELL, MARVELITE... FOR IT IS ONE THAT HAS NOT BEEN VIEWED FOR MORE THAN TWO DRAMATIC DECADES! YOU ARE ACTUALLY OBSERVING THE MOST FAMOUS ADVENTURE TEAM OF ALL TIME--CAPTAIN AMERICA AND BUCKY--IN CYCLONIC ACTION! FOR THE SEEMINGLY IMPOSSIBLE EXPLANATION, LET'S READ ON...
STAN LEE AUTHORED THE SCRIPT
JACK KIRBY PENCILLED THE STORY
FRANK GIACOIA INKED THE DRAWINGS
ARTIE SIMEK LETTERED THE PANELS
IRVING FORBUSH SHARPENED THE PENCILS
WARNING! A LOT OF NUTTY THINGS ARE ABOUT TO HAPPEN--BUT DON'T WORRY! THEY'LL ALL BE CLEAR TO YOU BY THE TIME YOU REACH PAGE TEN! (THEN, EXPLAIN 'EM TO US, HUH?)


OKAY, HERE'S THE FIRST EXPEDITIOUS EXPLANATION--THE PRECEDING SCENE WAS FROM A SNAPSHOT IN AN ALBUM OF MEMORABILIA WHICH CAPTAIN AMERICA IS THOUGHTFULLY PERUSING AT AVENGERS HEADQUARTERS AS HE COMPLETES A LONELY TOUR OF DUTY--
IT WAS SO MANY YEARS AGO--AND YET THE MEMORIES NEVER STOP HAUNTING ME! CAPTAIN AMERICA--AND BUCKY--AGAINST ALL THE FORCES OF CRIME AND TYRANNY! WHAT AN ERA IT WAS! WHAT A RECORD WE CARVED TOGETHER--!
WOULD YOU CARE FOR YOUR COFFEE NOW, SIR?
YES, THANK YOU, JARVIS! JUST LEAVE IT ON THE TABLE, PLEASE!
MR. STARK ALWAYS TOOK HIS COFFEE AT THIS HOUR ALSO, SIR!


TONY STARK! SINCE ALLOWING THE AVENGERS TO USE HIS MANSION AS A HEADQUARTERS, WE'VE HARDLY SEEN HIM!
HAVE YOU HEARD FROM HIM, JARVIS?
NO, SIR! BUT, THE MASTER OFTEN TAKES LONG, HIGHLY-SECRET BUSINESS TRIPS!
YOU KNOW, HE HAS FINANCIAL INTERESTS ALL OVER THE WORLD!
MMMM...
HE'S LOST IN HIS MEMORIES AGAIN!


BUT THEN, A FEW SECONDS LATER...
I HOPE STARK DOES RETURN SOON, SO I CAN TELL HIM HOW GRATEFUL WE ARE FOR THE USE OF HIS BUILDING, HIS VEHICLES, AND HIS PERSONAL STAFF--SUCH AS YOURSELF, JARVIS!
I CONSIDER IT A RARE PRIVILEGE TO SERVE THE MIGHTY AVENGERS, SIR! IT IS I WHO AM GRATEFUL!

IT'S GOOD OF YOU TO SAY THAT, MY FRIEND!
AND NOW, I'VE GOT TO MAKE OUR ROUTINE SECURITY CHECK BEFORE HEADING FOR BED!
SHALL I DRAW YOUR BATH BEFORE YOU RETIRE, SIR?
NO THANKS, JARVIS! I'LL NEVER GET USED TO THE LIFE OF A TYCOON! I'LL JUST TAKE A SHOWER--SINGLE-HANDED!
VERY GOOD, SIR!


AND, AS THE POWERFUL MASKED ADVENTURER SLOWLY STRIDES THRU THE LAVISHLY APPOINTED CORRIDOR--
THERE'S NOTHING LIKE INACTION TO SAP A FIGHTING MAN'S ENERGY!
IT'S PROBABLY JUST BOREDOM, BUT I'M ACTUALLY FEELING TIRED!
I HOPE IT ISN'T MY AGE FINALLY CATCHING UP WITH ME! I COULDN'T BEAR HAVING TO RETIRE!

WHAT'S THE MATTER WITH ME? I'VE GOT TO SNAP OUT OF IT BEFORE I NEED A CRYING TOWEL!
I'LL PUSH ASIDE THE DECOY PILLAR AND GIVE OUR SECRET READY ROOM A FINAL CHECK!
BUT THEN, SUDDENLY--
FOOTSTEPS-- FROM BEHIND THE DOOR!
SOMEONE IS INSIDE-- WAITING--!
--AND IT CAN ONLY BE--AN ENEMY!
WITHOUT A SECOND'S HESITATION-- WITHOUT THE SLIGHTEST QUALM, THE RED-WHITE-AND-BLUE AVENGER ADVANCES, TOWARDS-- WHAT??
THE FOOTSTEPS ARE SILENT NOW! HE'S WAITING! HE KNOWS I'M HERE!
HE EXPECTS ME TO ENTER!!
--AND I WON'T DISAPPOINT HIM!
WHOEVER YOU ARE-- SHOW YOURSELF! YOU'RE ABOUT TO FACE CAPTAIN AMERICA!
BUT, THE ONLY REPLY CAP RECEIVES IS THE SHARP, DEADLY BARK OF A POWERFUL HAND WEAPON--!
CRACK!
THERE HE IS!! BUT, WHO--??
PTANG!
BEFORE THE GALLANT CRIME-SMASHER CAN RECOGNIZE HIS MURDEROUS FOE, THE EVIL INTRUDER IS UPON HIM, LEAPING FROM THE STYGIAN SHADOWS LIKE SOME GREAT, GHOULISH SPIDER--!
THUMP!
AND THEN--RECOGNITION DAWNS!! STARTLING, INCREDIBLE RECOGNITION!
AGENT AXIS!! THE SCOURGE OF WORLD WAR TWO!!
BUT, IT CAN'T BE! IT CAN'T!!
YOU'RE DEAD! I SAW YOU DIE MYSELF!
WHY DON'T YOU ANSWER?? WHY DON'T YOU SAY SOMETHING??
SPEAK, DO YOU HEAR ME?? SPEAK, YOU MURDEROUS DEVIL!!
WHA--? HE'S GONE!! THERE'S NO ONE HERE!
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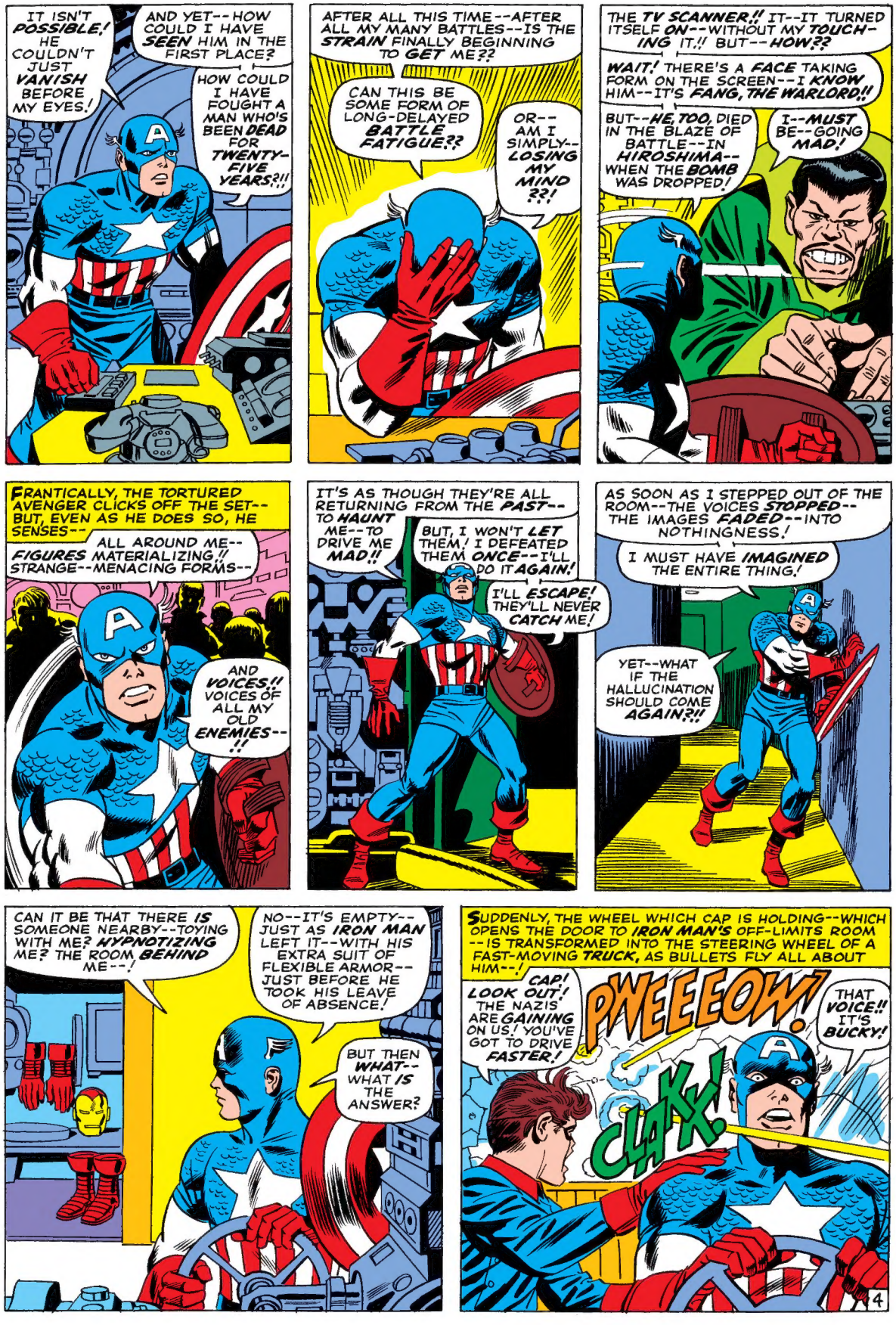
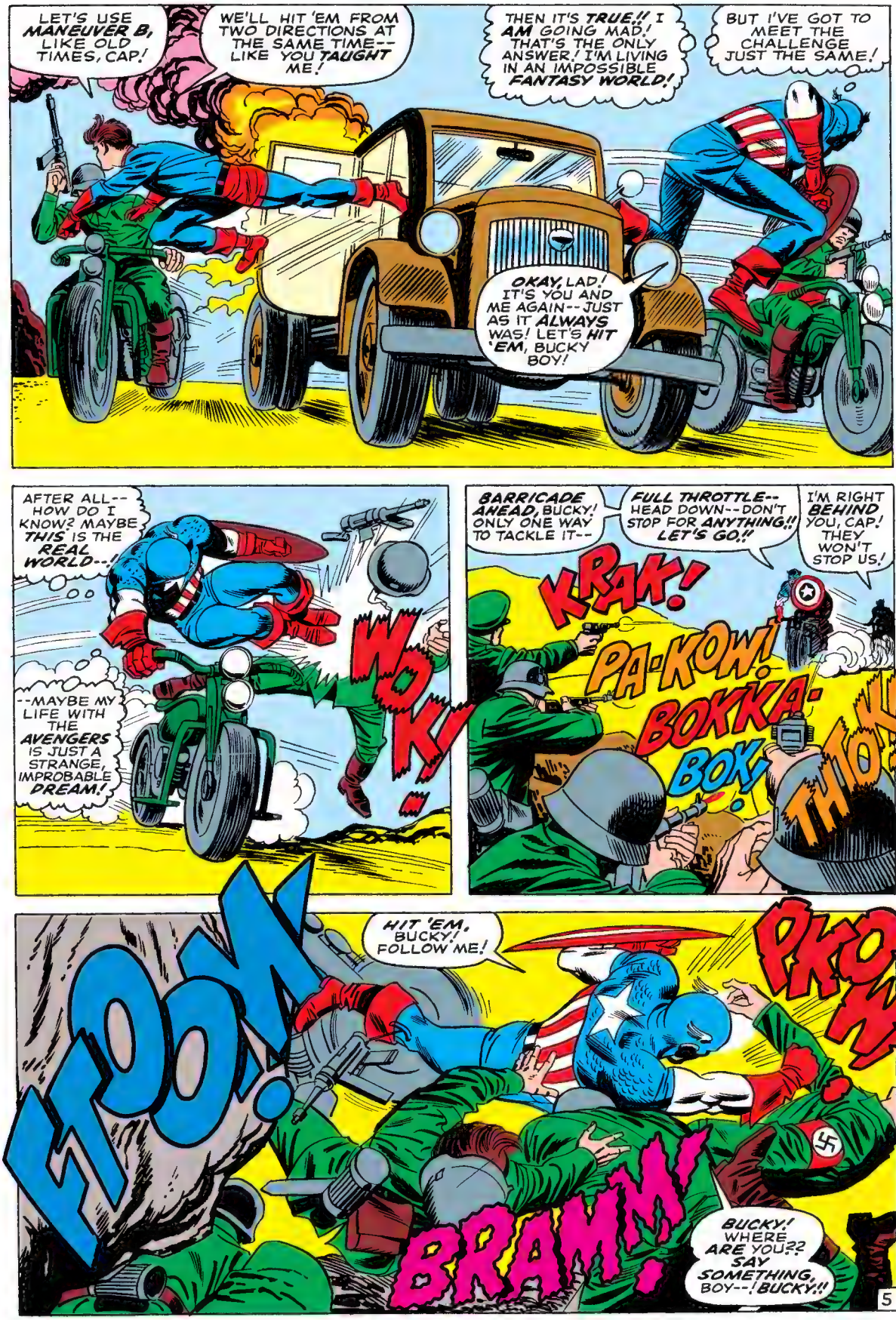
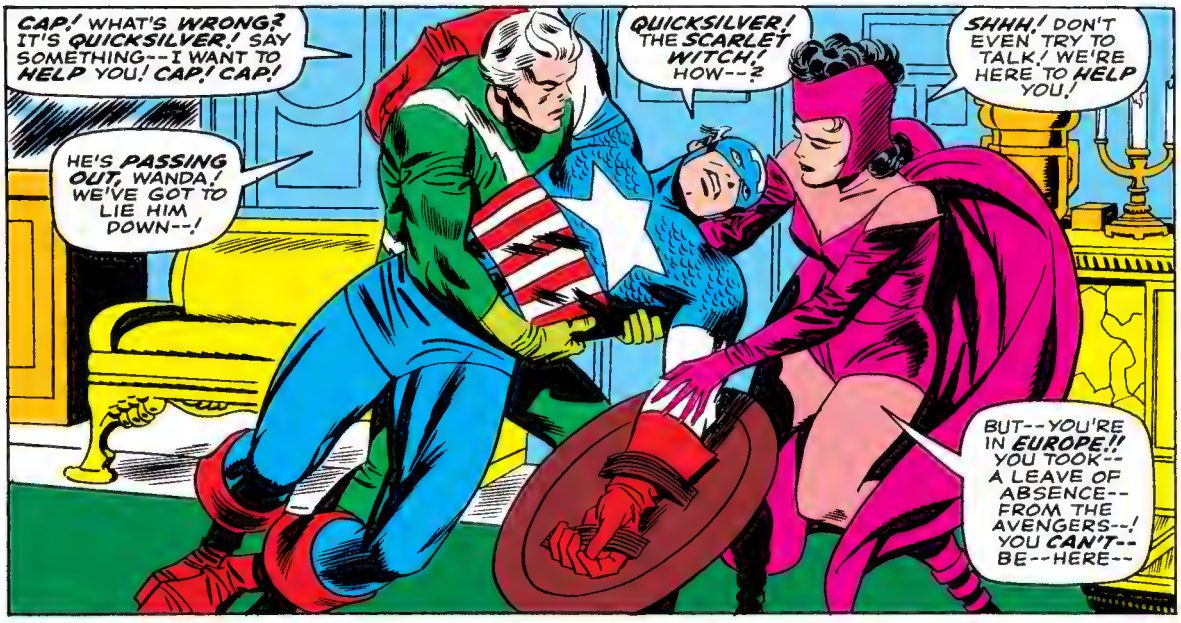
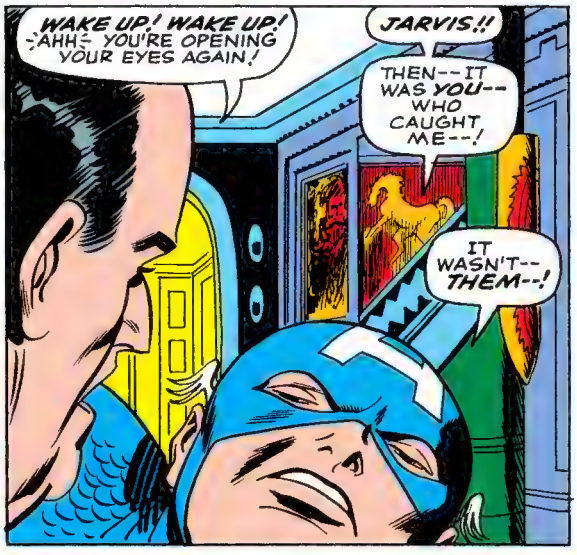

IT ISN'T POSSIBLE! HE COULDN'T JUST VANISH BEFORE MY EYES!
AND YET--HOW COULD I HAVE SEEN HIM IN THE FIRST PLACE?
HOW COULD I HAVE FOUGHT A MAN WHO'S BEEN DEAD FOR TWENTY-FIVE YEARS?!!
AFTER ALL THIS TIME--AFTER ALL MY MANY BATTLES--IS THE STRAIN FINALLY BEGINNING TO GET ME??
CAN THIS BE SOME FORM OF LONG-DELAYED BATTLE FATIGUE??
OR--AM I SIMPLY--LOSING MY MIND ??!
THE TV SCANNER!! IT--IT TURNED ITSELF ON--WITHOUT MY TOUCHING IT!! BUT--HOW??
WAIT! THERE'S A FACE TAKING FORM ON THE SCREEN--I KNOW HIM--IT'S FANG, THE WARLORD!!
BUT--HE, TOO, DIED IN THE BLAZE OF BATTLE--IN HIROSHIMA--WHEN THE BOMB WAS DROPPED!
I--MUST BE--GOING MAD!
FRANTICALLY, THE TORTURED AVENGER CLICKS OFF THE SET--BUT, EVEN AS HE DOES SO, HE SENSES--
ALL AROUND ME--FIGURES MATERIALIZING!! STRANGE--MENACING FORMS--
AND VOICES!! VOICES OF ALL MY OLD ENEMIES--!!
IT'S AS THOUGH THEY'RE ALL RETURNING FROM THE PAST--TO HAUNT ME--TO DRIVE ME MAD!!
BUT, I WON'T LET THEM! I DEFEATED THEM ONCE--I'LL DO IT AGAIN!
I'LL ESCAPE! THEY'LL NEVER CATCH ME!
AS SOON AS I STEPPED OUT OF THE ROOM--THE VOICES STOPPED--THE IMAGES FADED--INTO NOTHINGNESS!
I MUST HAVE IMAGINED THE ENTIRE THING!
YET--WHAT IF THE HALLUCINATION SHOULD COME AGAIN?!!
CAN IT BE THAT THERE IS SOMEONE NEARBY--TOYING WITH ME? HYPNOTIZING ME? THE ROOM BEHIND ME--!
NO--IT'S EMPTY--JUST AS IRON MAN LEFT IT--WITH HIS EXTRA SUIT OF FLEXIBLE ARMOR--JUST BEFORE HE TOOK HIS LEAVE OF ABSENCE!
BUT THEN WHAT--WHAT IS THE ANSWER?
SUDDENLY, THE WHEEL WHICH CAP IS HOLDING--WHICH OPENS THE DOOR TO IRON MAN'S OFF-LIMITS ROOM--IS TRANSFORMED INTO THE STEERING WHEEL OF A FAST-MOVING TRUCK, AS BULLETS FLY ALL ABOUT HIM--!
CAP! LOOK OUT! THE NAZIS ARE GAINING ON US! YOU'VE GOT TO DRIVE FASTER!
PWEEEOW!
CLAKK!
THAT VOICE!! IT'S BUCKY!

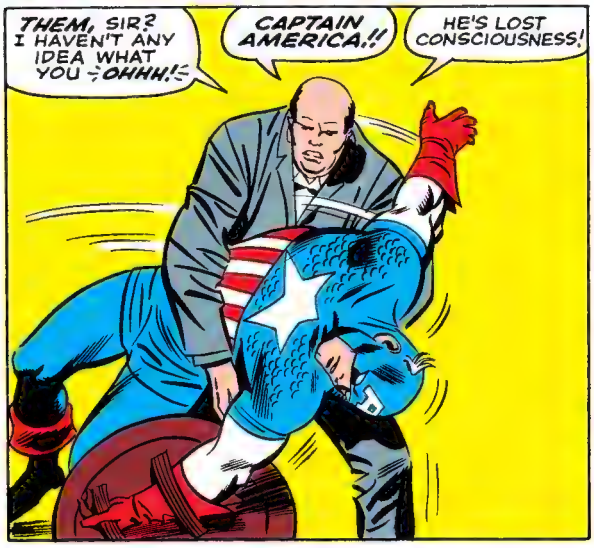

LET'S USE MANEUVER B, LIKE OLD TIMES, CAP!
WE'LL HIT 'EM FROM TWO DIRECTIONS AT THE SAME TIME-- LIKE YOU TAUGHT ME!
THEN IT'S TRUE!! I AM GOING MAD! THAT'S THE ONLY ANSWER! I'M LIVING IN AN IMPOSSIBLE FANTASY WORLD!
BUT I'VE GOT TO MEET THE CHALLENGE JUST THE SAME!
OKAY, LAD! IT'S YOU AND ME AGAIN--JUST AS IT ALWAYS WAS! LET'S HIT 'EM, BUCKY BOY!
AFTER ALL-- HOW DO I KNOW? MAYBE THIS IS THE REAL WORLD--!
--MAYBE MY LIFE WITH THE AVENGERS IS JUST A STRANGE, IMPROBABLE DREAM!
WOK!
BARRICADE AHEAD, BUCKY! ONLY ONE WAY TO TACKLE IT--
FULL THROTTLE-- HEAD DOWN--DON'T STOP FOR ANYTHING!! LET'S GO!!
I'M RIGHT BEHIND YOU, CAP! THEY WON'T STOP US!
KRAK!
PA-KOW!
BOKKA-BOK!
THOK!
HIT 'EM, BUCKY! FOLLOW ME!
FOOM!
PKOW!
BRAM!
BUCKY! WHERE ARE YOU?? SAY SOMETHING, BOY--! BUCKY!!

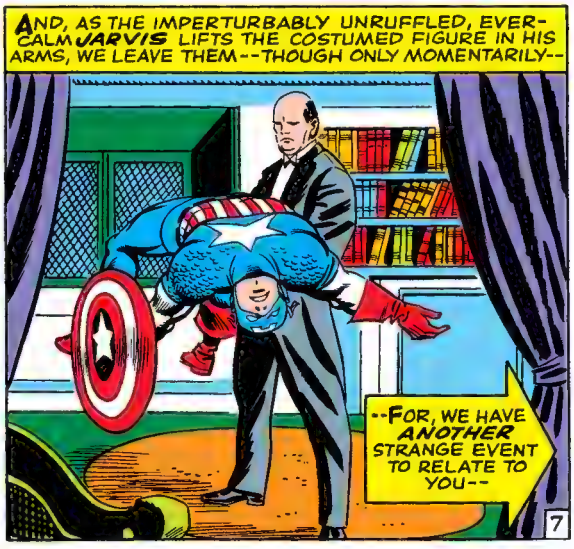
BUCKY!! BUCKY!! WHERE ARE--WHA--? EVERY-THING'S GONE!!
I'M BACK--IN STARK'S MANSION--AT THE AVENGERS' HQ!! IT NEVER HAPPENED!! IT WAS JUST SOME SORT OF DREAM!!
THAT MEANS--I CAN NO LONGER SEPARATE TRUTH --FROM HALLUCINATION!!
I'VE GOT TO LEAVE--TO TURN MYSELF OVER TO THE POLICE! THEY HAVE TO PUT ME AWAY!
SOMEONE WITH MY FIGHTING ABILITY--WHO DOESN'T KNOW WHAT HE'S DOING --CAN BE--A MENACE TO MANKIND!
THE SOUND OF MARCHING MEN--ON THE FLOOR BELOW! WHO--?
SGT. DUFFY--MY OLD SQUAD LEADER--FROM CAMP LEHIGH! HOW CAN HE BE HERE?!!
HUP! TUPP! THRIPP! FOOOH!
LOOK ALIVE, YA BLASTED YARDBIRDS! LIFT 'EM UP!
THUMP THUMP THUMP
SARGE--WAIT!! WHAT'S HAPPEN-ING? HOW DID YOU GET HERE? SARGE--HOLD IT!
CAPTAIN AMERICA!! QUIT KIDDIN', MISTER! YOU KNOW AS WELL AS I DO WHY WE'RE HERE! THERE'S A WAR ON, AINT THERE??
AND IF YA RUN INTA THAT CRUMMY GOLD-BRICK, PVT. STEVE ROGERS, TELL 'IM IF HE DON'T REPORT TO ME ON THE DOUBLE, I'LL HAVE 'IM UP FER DESERTION!
THUMP THUMP THUM
HEY! YOU DON'T LOOK SO GOOD TO ME, CAP! BETTER REPORT TO THE MEDICS--THEY'LL GETCHA IN SHAPE! ME, I CAN'T STOP NOW FER NOTHIN'!
HE'S NOT REALLY HERE! HE CAN'T BE! IT'S NOT EVEN REALLY HAPPEN-ING! IT'S LIKE A DREAM--A MAD, IMPOSSIBLE DREAM!
HUP! TUPP! THRIPP! FOOOH! HUP! TUPP! THRIPP! FOOOH!
BUT--IT'S WORSE THAN A DREAM!! BECAUSE--I KNOW I'M DREAM-ING! HOW CAN I KNOW IT--IF IT'S A DREAM--!
WANDA! COME QUICKLY! CAP NEEDS HELP!
EVERYTHING'S SPINNING AROUND--GETTING DIZZY--CAN'T KEEP MY FEET--!
YES, PIETRO!
WANDA?? PIETRO??!
6


CAP! WHAT'S WRONG? IT'S QUICKSILVER! SAY SOMETHING--I WANT TO HELP YOU! CAP! CAP!
HE'S PASSING OUT, WANDA! WE'VE GOT TO LIE HIM DOWN--!
QUICKSILVER! THE SCARLET WITCH! HOW--?
SHHH! DON'T EVEN TRY TO TALK! WE'RE HERE TO HELP YOU!
BUT--YOU'RE IN EUROPE!! YOU TOOK-- A LEAVE OF ABSENCE-- FROM THE AVENGERS--! YOU CAN'T-- BE--HERE--

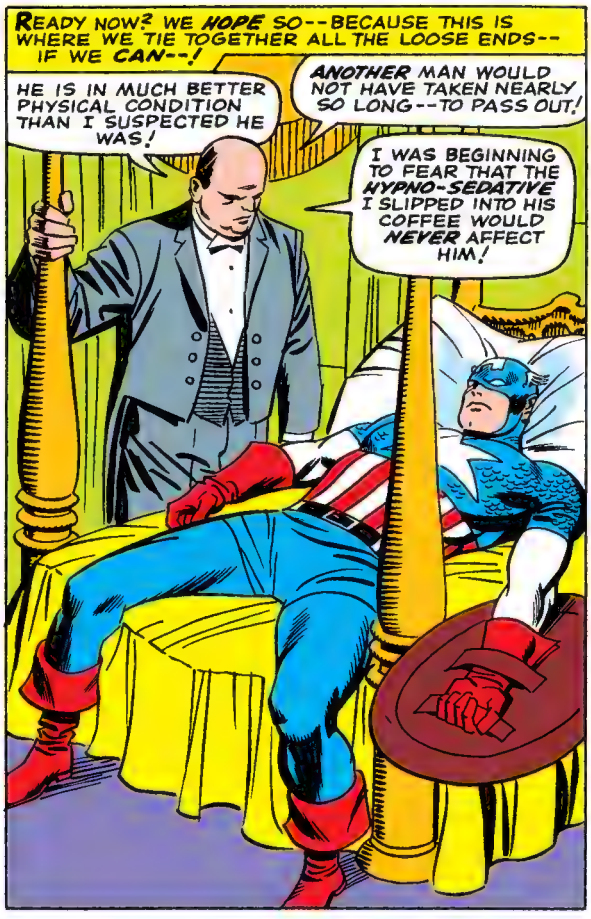
HE'S UNCONSCIOUS! WHAT HAPPENED TO HIM? ARE WE--ARE WE TOO LATE??
NO! HE'LL BE ALL RIGHT! HE'S COMING TO AGAIN! HIS TREMENDOUS WILL WON'T LET HIM GO UNDER!
WAKE UP, CAP! YOU CAN DO IT! WAKE UP--!


WAKE UP! WAKE UP! -AHH- YOU'RE OPENING YOUR EYES AGAIN!
JARVIS!!
THEN--IT WAS YOU-- WHO CAUGHT ME--!
IT WASN'T-- THEM--!


THEM, SIR? I HAVEN'T ANY IDEA WHAT YOU -OHHH!-
CAPTAIN AMERICA!!
HE'S LOST CONSCIOUSNESS!


AND, AS THE IMPERTURBABLY UNRUFFLED, EVER-CALM JARVIS LIFTS THE COSTUMED FIGURE IN HIS ARMS, WE LEAVE THEM--THOUGH ONLY MOMENTARILY--
--FOR, WE HAVE ANOTHER STRANGE EVENT TO RELATE TO YOU--

MANY MILES AWAY, A CRACK FIELD TEAM COMPOSED OF AGENTS OF SHIELD INVESTIGATES THE SMASHED CAVE HEADQUARTERS OF THE SINISTER ORGANIZATION KNOWN AS A.I.M.--
THIS IS THE PLACE, BOYS! PROCEED WITH CAUTION!
THERE CAN'T BE ANY DANGER INSIDE! ANYONE WHO WAS IN THAT EXPLOSION CAN'T DO MUCH FIGHTING NOW!
THERE IS A SURVIVOR IN THERE! THEY'RE HAULING HIM OUT--!
SHIELD
IF YOU'RE WONDERING WHAT THIS SEQUENCE, FROM STRANGE TALES #149, HAS TO DO WITH CAPTAIN AMERICA--
--JUST BE PATIENT A FEW PANELS LONGER, FRANTIC ONE! IT'LL ALL DOVETAIL TOGETHER AS ONE OF THE CLEVEREST PLOT DEVELOPMENTS OF THE SEASON--WE THINK!
IT'S COUNT BORNAG ROYALE, ONE OF A.I.M.'s TOP BRASS!
HE'S STILL ALIVE--BUT JUST BARELY! HE'S HURT PRETTY BAD!
FROM THE LOOKS OF 'IM, THE FIRST AID JOES MAY GET HERE TOO LATE--!
AND, AS THE DESPERATELY INJURED AGENT OF A.I.M. IS CARRIED FROM THE CAVE, AN EXCITED CRY RINGS OUT--
SOMEONE RADIO COLONEL FURY! WE FOUND SOMETHING!
IT MUST HAVE BEEN THE LAST--AND THE MOST DANGEROUS ANTI-SHIELD DEVICE THEY WERE WORKING ON!
IT LOOKS LIKE SOME KINDA SUPER-SCIENTIFIC MUMMY CASE--BUT ONE BELONGING TO THE TWENTY-FIFTH CENTURY!
IT SEEMS TO RESEMBLE THE LIFE MODEL DECOY CASE WE'VE BEEN USING AT SHIELD!
BEATS ME! WE'LL HAVE TO LEAVE THIS FOR THE LAB BOYS TO HANDLE! IT COULD MEAN ALMOST ANYTHING!
BUT, WHAT WOULD A.I.M. BE DOING WITH AN L.M.D.?
ROYALE HAS BEEN MUTTERING INCOHERENTLY SINCE WE FOUND HIM!
PERHAPS HE ISN'T INCOHERENT! PERHAPS WE SIMPLY DON'T UNDERSTAND WHAT HE MEANS! SOMEHOW, I FEEL IT WOULD BE MUCH SAFER FOR US IF WE DID!
THE ADAPTOID IS LOOSE!! WE HAVEN'T FAILED YET! HE CAN STILL CARRY OUT HIS MISSION! THE ADAPTOID WILL WIN--THE FINAL VICTORY--
ADAPTOID!! I DON'T LIKE THE SOUND OF THAT!
8


READY NOW? WE HOPE SO--BECAUSE THIS IS WHERE WE TIE TOGETHER ALL THE LOOSE ENDS--IF WE CAN--!
HE IS IN MUCH BETTER PHYSICAL CONDITION THAN I SUSPECTED HE WAS!
ANOTHER MAN WOULD NOT HAVE TAKEN NEARLY SO LONG--TO PASS OUT!
I WAS BEGINNING TO FEAR THAT THE HYPNO-SEDATIVE I SLIPPED INTO HIS COFFEE WOULD NEVER AFFECT HIM!

BEFORE CARRYING OUT MY MISSION, I'D BETTER CHECK ON THE REAL JARVIS--!
AHH, EVERYTHING IS FINE! HE WILL REMAIN UNCONSCIOUS THAT WAY FOR THE REMAINDER OF THE EVENING!
THUS GIVING ME ALL THE TIME I NEED TO DO WHAT IS EXPECTED OF ME! FOR, I HAVE BEEN CREATED NEVER TO FAIL!
AND SO, THE TIME HAS COME--

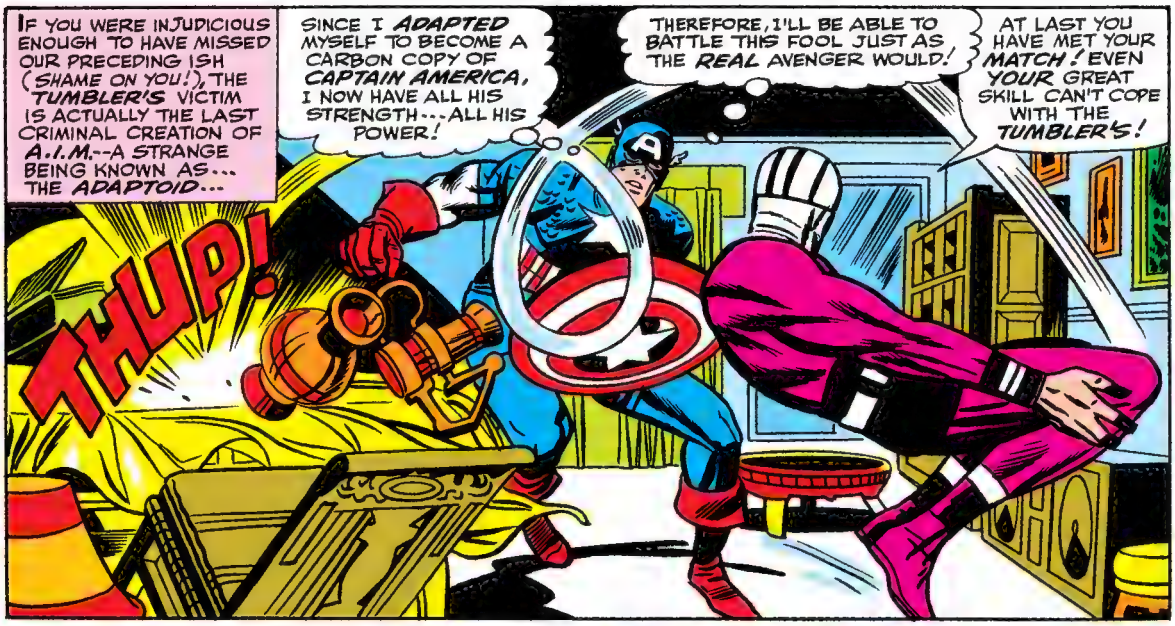
--FOR ME TO RADIATE MY OWN FORM OF SHEER, UNDILUTED ENERGY--
--THEREBY TRANSFORMING MYSELF INTO MY NATURAL STATE--

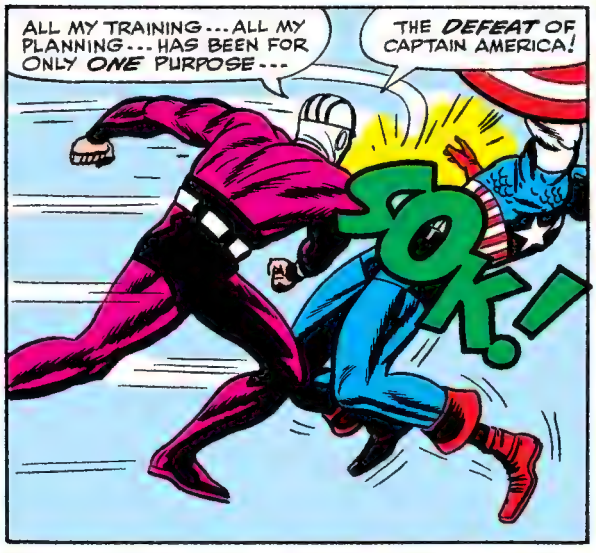
--A BLANK, FEATURELESS, ARTIFICIAL HUMAN FORM--KNOWN ONLY AS--
THE ADAPTOID!

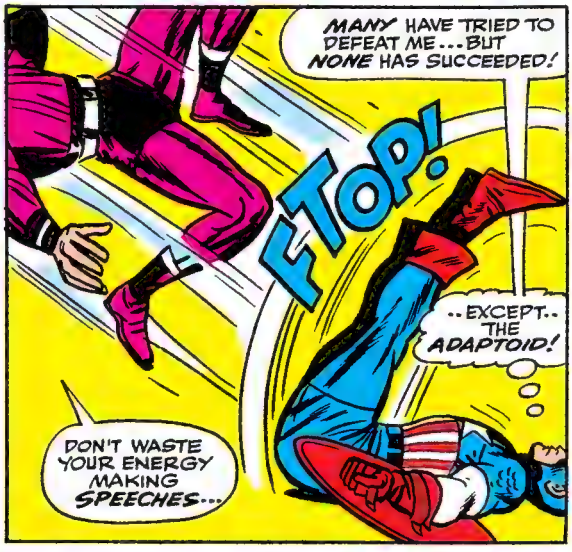
LITTLE DID CAPTAIN AMERICA DREAM THAT "JARVIS" WAS ACTUALLY A THINKING PANTO-GRAPH--CAPABLE OF MAKING EXACT COPIES BY LITERALLY TRACING FROM THE LIVING ORIGINAL!
AND NOW, HAVING NO FURTHER USE FOR THE IDENTITY OF JARVIS--
--I SHALL BEGIN MY NEWEST TRANSFERRAL--WITH CAPTAIN AMERICA HIMSELF BEING THE OBJECT TO BE TRACED!
USING THE ENERGY RAY WHICH PROVIDES MY POWER, IT TAKES BUT A MATTER OF SECONDS TO OUTLINE A VICTIM--
THEN, ONCE THE PRELIMINARY TRACING IS COMPLETED, A FINAL BURST OF HIGHLY CONCENTRATED ENERGY ASSURES A PERFECT DUPLICATION!
IT IS WORKING!
NO LONGER AM I MERELY A FEATURELESS, LIVING NON-ENTITY--!
JUST AS I HAD RECENTLY BEEN JARVIS, THE BUTLER--
SO AM I NOW, TO ALL INTENTS AND PURPOSES, NONE OTHER THAN CAPTAIN AMERICA!
I SHALL TAKE HIS SHIELD--FOR HE WILL NEED IT NO LONGER!
NEXT ISSUE: The ADAPTOID'S MISSION!
10

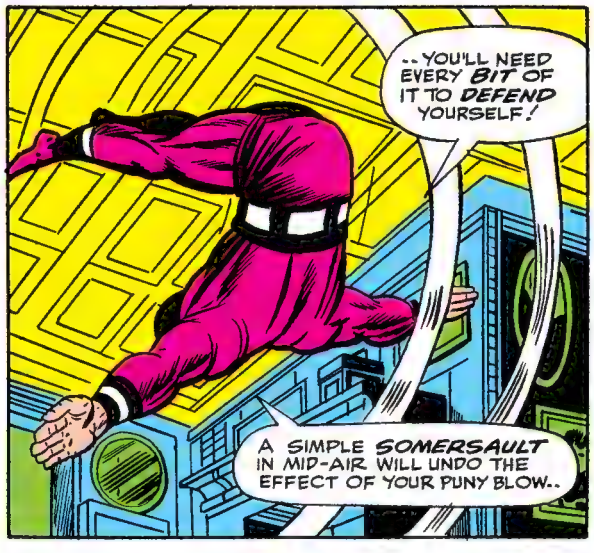
TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
83 NOV
"VICTORY!"

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II
"ENTER... The TUMBLER!"
CRASH!
A COSTUMED ATTACKER! HE MUST THINK I'M THE REAL CAPTAIN AMERICA!
BUT, NO MATTER! I'LL DEFEAT HIM WITH EASE!
GOOD EVENING, MY STAR-SPANGLED FOE! EVEN THE STRONG-HOLD OF THE MIGHTY AVENGERS CANNOT PREVENT THE TUMBLER'S ENTRY!
A STAN LEE • JACK KIRBY PANDEMONIUM-PACKED PRODUCTION!
DELINEATED BY: RICHARD AYERS
LETTERED BY: SAMUEL ROSEN
(OR: HOW FORMAL CAN YA BE?)

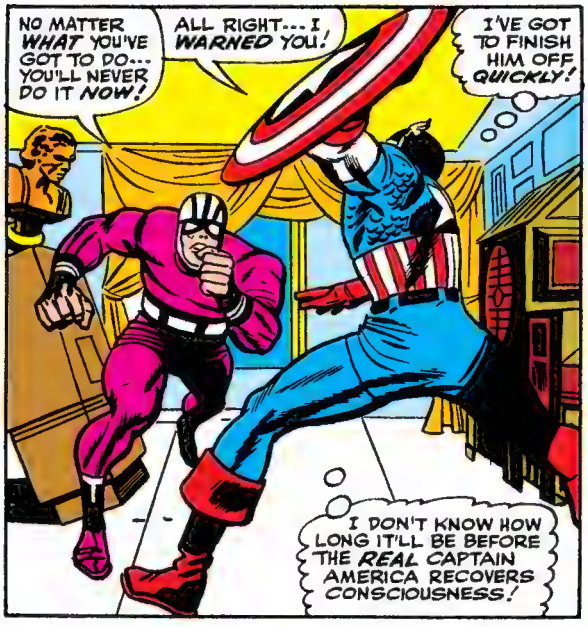

IF YOU WERE INJUDICIOUS ENOUGH TO HAVE MISSED OUR PRECEDING ISH (SHAME ON YOU!), THE TUMBLER'S VICTIM IS ACTUALLY THE LAST CRIMINAL CREATION OF A.I.M.--A STRANGE BEING KNOWN AS... THE ADAPTOID...
SINCE I ADAPTED MYSELF TO BECOME A CARBON COPY OF CAPTAIN AMERICA, I NOW HAVE ALL HIS STRENGTH---ALL HIS POWER!
THEREFORE, I'LL BE ABLE TO BATTLE THIS FOOL JUST AS THE REAL AVENGER WOULD!
AT LAST YOU HAVE MET YOUR MATCH! EVEN YOUR GREAT SKILL CAN'T COPE WITH THE TUMBLER'S!
THUP!

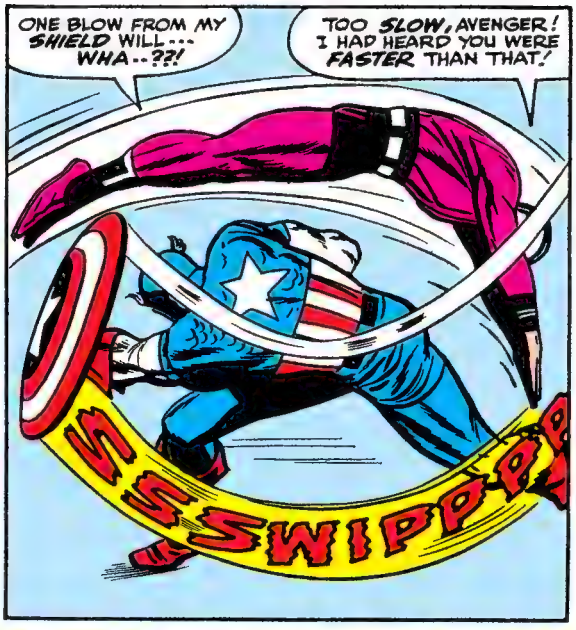

ALL MY TRAINING---ALL MY PLANNING---HAS BEEN FOR ONLY ONE PURPOSE---
THE DEFEAT OF CAPTAIN AMERICA!
SOK!

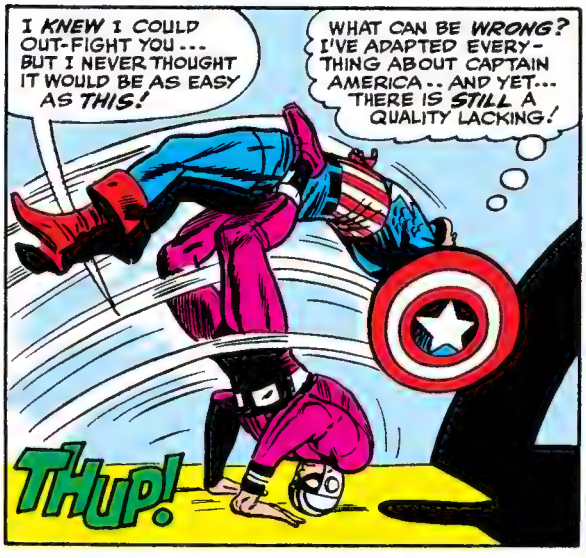

MANY HAVE TRIED TO DEFEAT ME---BUT NONE HAS SUCCEEDED!
FTOP!
..EXCEPT.. THE ADAPTOID!
DON'T WASTE YOUR ENERGY MAKING SPEECHES...

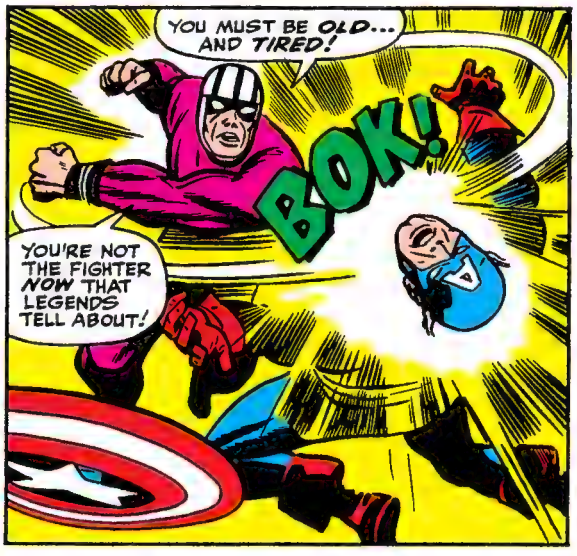

..YOU'LL NEED EVERY BIT OF IT TO DEFEND YOURSELF!
A SIMPLE SOMERSAULT IN MID-AIR WILL UNDO THE EFFECT OF YOUR PUNY BLOW..

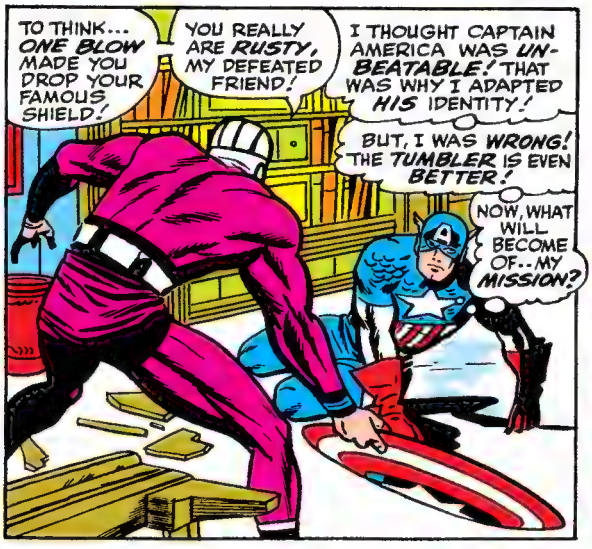
AND, I AM READY FOR YOU AGAIN... ..MORE CONFIDENT THAN EVER!
I CAN'T LET HIM INTERFERE WITH MY MISSION!
I'LL GIVE YOU ONE CHANCE! LEAVE NOW... AND I'LL FORGET YOUR FUTILE ATTACK!
THTIP!
WE'VE NO REASON TO FIGHT! I'VE BETTER THINGS TO DO!

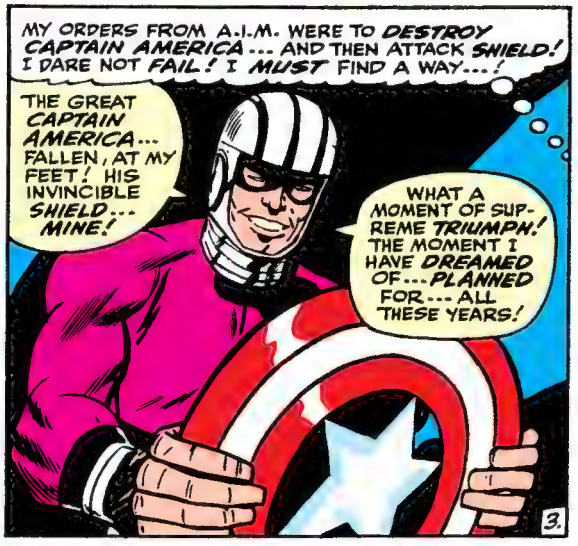

NO MATTER WHAT YOU'VE GOT TO DO... YOU'LL NEVER DO IT NOW!
ALL RIGHT... I WARNED YOU!
I'VE GOT TO FINISH HIM OFF QUICKLY!
I DON'T KNOW HOW LONG IT'LL BE BEFORE THE REAL CAPTAIN AMERICA RECOVERS CONSCIOUSNESS!


ONE BLOW FROM MY SHIELD WILL... WHA--??!
TOO SLOW, AVENGER! I HAD HEARD YOU WERE FASTER THAN THAT!
SSSWIPPP

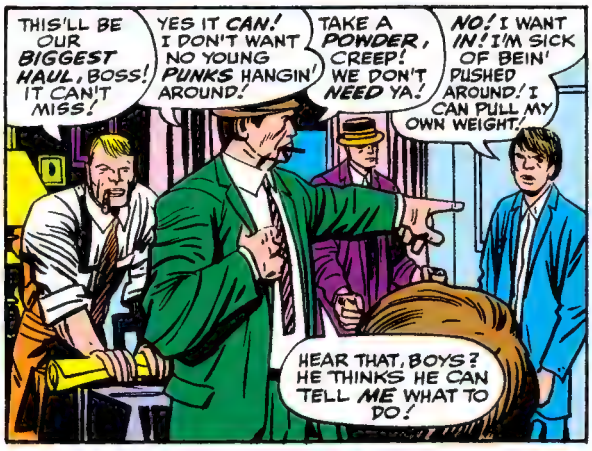

I KNEW I COULD OUT-FIGHT YOU... BUT I NEVER THOUGHT IT WOULD BE AS EASY AS THIS!
WHAT CAN BE WRONG? I'VE ADAPTED EVERY-THING ABOUT CAPTAIN AMERICA.. AND YET... THERE IS STILL A QUALITY LACKING!
THUP!


YOU MUST BE OLD... AND TIRED!
BOK!
YOU'RE NOT THE FIGHTER NOW THAT LEGENDS TELL ABOUT!


TO THINK... ONE BLOW MADE YOU DROP YOUR FAMOUS SHIELD!
YOU REALLY ARE RUSTY, MY DEFEATED FRIEND!
I THOUGHT CAPTAIN AMERICA WAS UN-BEATABLE! THAT WAS WHY I ADAPTED HIS IDENTITY!
BUT, I WAS WRONG! THE TUMBLER IS EVEN BETTER!
NOW, WHAT WILL BECOME OF.. MY MISSION?

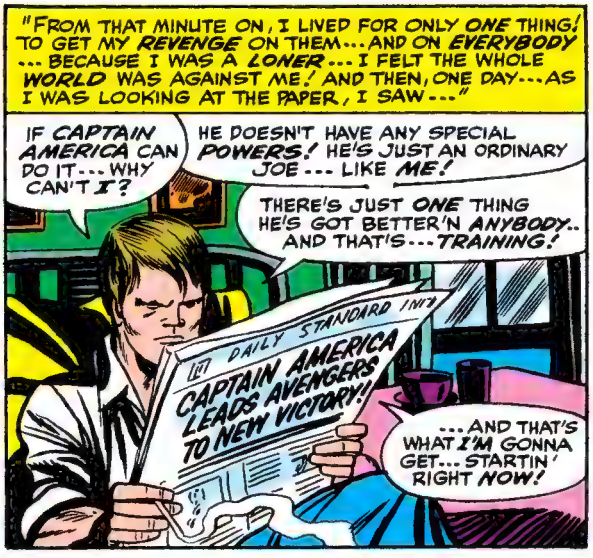

MY ORDERS FROM A.I.M. WERE TO DESTROY CAPTAIN AMERICA... AND THEN ATTACK SHIELD! I DARE NOT FAIL! I MUST FIND A WAY...!
THE GREAT CAPTAIN AMERICA... FALLEN, AT MY FEET! HIS INVINCIBLE SHIELD... MINE!
WHAT A MOMENT OF SUP-REME TRIUMPH! THE MOMENT I HAVE DREAMED OF... PLANNED FOR... ALL THESE YEARS!

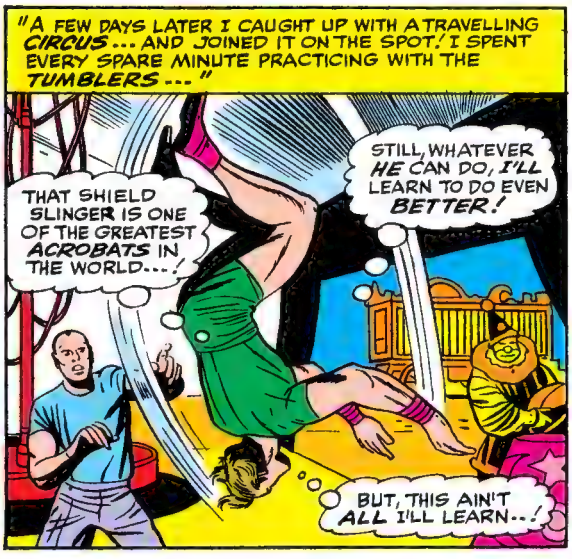
I CAN STILL REMEMBER HOW IT ALL STARTED! I WAS NOTHING BUT A HIGH-SCHOOL DROPOUT--- WITH NO FAMILY, NO FRIENDS, NO FUTURE! EVEN THE UNDERWORLD DIDN'T WANT ME---!

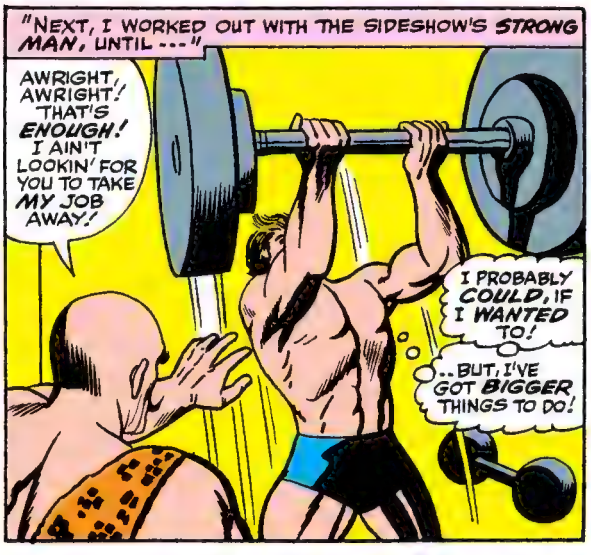

THIS'LL BE OUR BIGGEST HAUL, BOSS! IT CAN'T MISS!
YES IT CAN! I DON'T WANT NO YOUNG PUNKS HANGIN' AROUND!
TAKE A POWDER, CREEP! WE DON'T NEED YA!
NO! I WANT IN! I'M SICK OF BEIN' PUSHED AROUND! I CAN PULL MY OWN WEIGHT!
HEAR THAT, BOYS? HE THINKS HE CAN TELL ME WHAT TO DO!

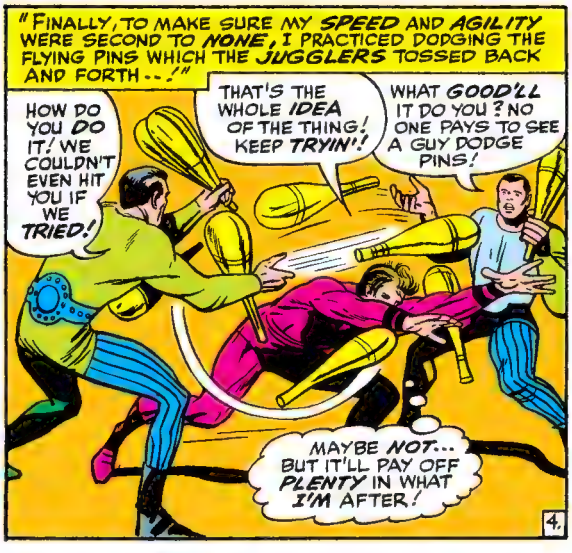
HOW ABOUT SHOWIN' HIM WHAT WE DO TO SMART-ALECK PUNKS?
BUT DON'T LEAN ON 'IM, TOO HARD! HE AIN'T EVEN IMPORTANT ENOUGH TO WASTE A GOOD BEATIN' ON!

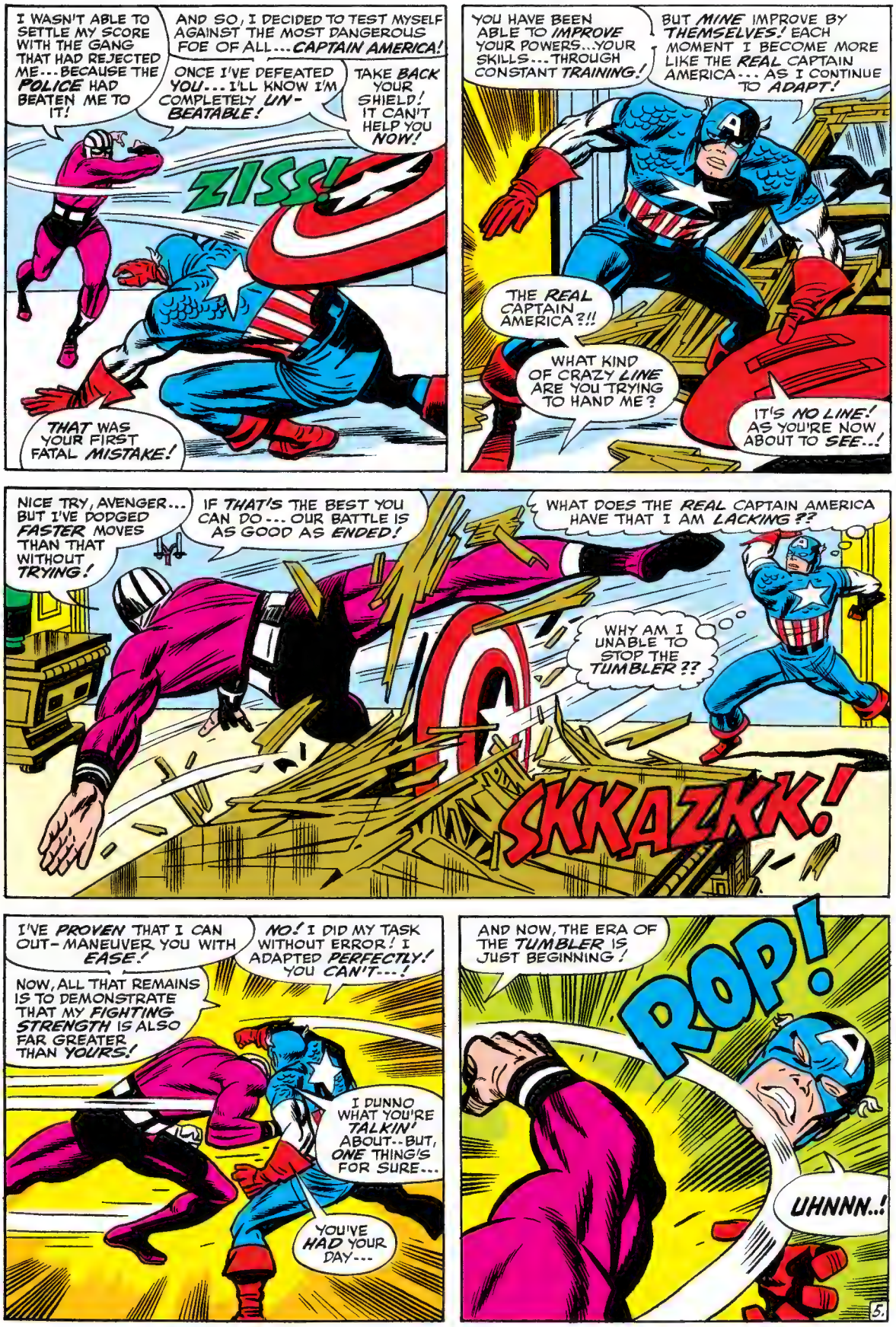
I'LL PAY YOU BACK FOR THIS SOME DAY-- SEE IF I DON'T!
SURE! SURE! WE'LL HOLD OUR BREATHS WAITIN'!

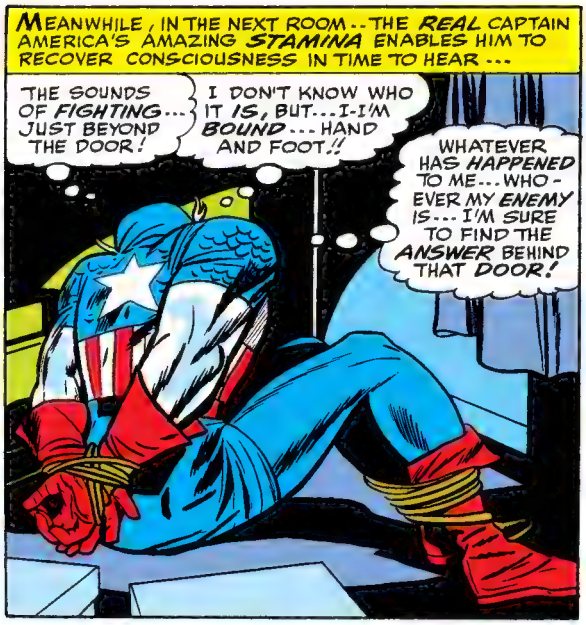

"FROM THAT MINUTE ON, I LIVED FOR ONLY ONE THING! TO GET MY REVENGE ON THEM--- AND ON EVERYBODY --- BECAUSE I WAS A LONER--- I FELT THE WHOLE WORLD WAS AGAINST ME! AND THEN, ONE DAY--- AS I WAS LOOKING AT THE PAPER, I SAW---"
IF CAPTAIN AMERICA CAN DO IT--- WHY CAN'T I?
HE DOESN'T HAVE ANY SPECIAL POWERS! HE'S JUST AN ORDINARY JOE--- LIKE ME!
THERE'S JUST ONE THING HE'S GOT BETTER'N ANYBODY.. AND THAT'S--- TRAINING!
DAILY STANDARD INT'L
CAPTAIN AMERICA LEADS AVENGERS TO NEW VICTORY!
...AND THAT'S WHAT I'M GONNA GET... STARTIN' RIGHT NOW!

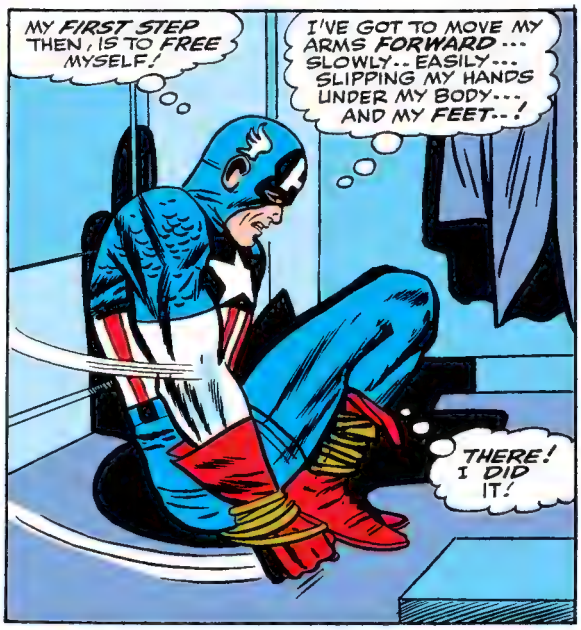

"A FEW DAYS LATER I CAUGHT UP WITH A TRAVELLING CIRCUS--- AND JOINED IT ON THE SPOT! I SPENT EVERY SPARE MINUTE PRACTICING WITH THE TUMBLERS---"
THAT SHIELD SLINGER IS ONE OF THE GREATEST ACROBATS IN THE WORLD---!
STILL, WHATEVER HE CAN DO, I'LL LEARN TO DO EVEN BETTER!
BUT, THIS AIN'T ALL I'LL LEARN--!

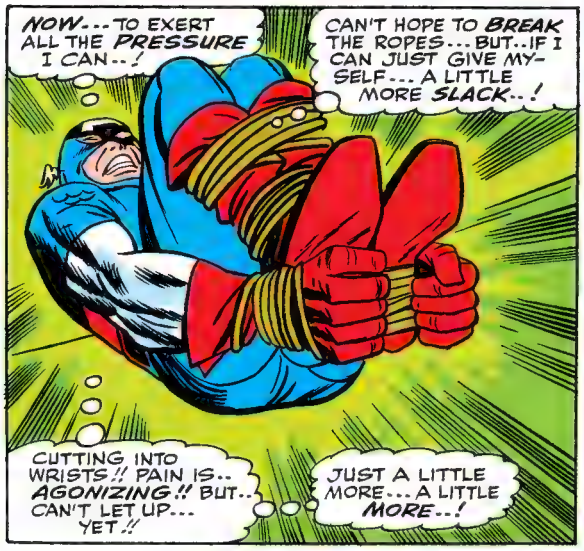

"NEXT, I WORKED OUT WITH THE SIDESHOW'S STRONG MAN, UNTIL---"
AWRIGHT, AWRIGHT! THAT'S ENOUGH! I AIN'T LOOKIN' FOR YOU TO TAKE MY JOB AWAY!
I PROBABLY COULD, IF I WANTED TO!
..BUT, I'VE GOT BIGGER THINGS TO DO!

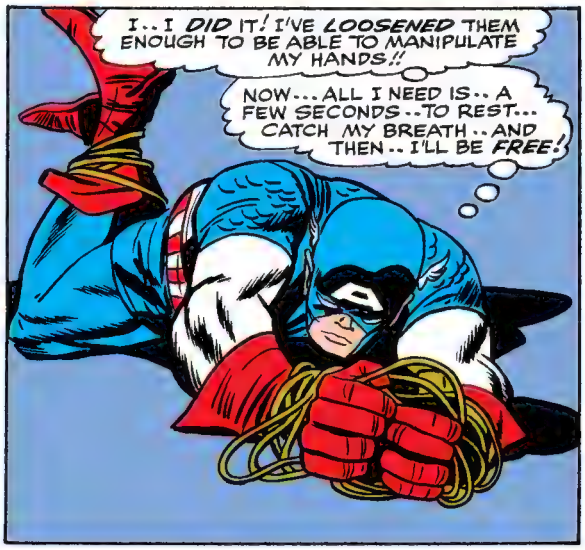

"FINALLY, TO MAKE SURE MY SPEED AND AGILITY WERE SECOND TO NONE, I PRACTICED DODGING THE FLYING PINS WHICH THE JUGGLERS TOSSED BACK AND FORTH--!"
HOW DO YOU DO IT! WE COULDN'T EVEN HIT YOU IF WE TRIED!
THAT'S THE WHOLE IDEA OF THE THING! KEEP TRYIN'!
WHAT GOOD'LL IT DO YOU? NO ONE PAYS TO SEE A GUY DODGE PINS!
MAYBE NOT... BUT IT'LL PAY OFF PLENTY IN WHAT I'M AFTER!

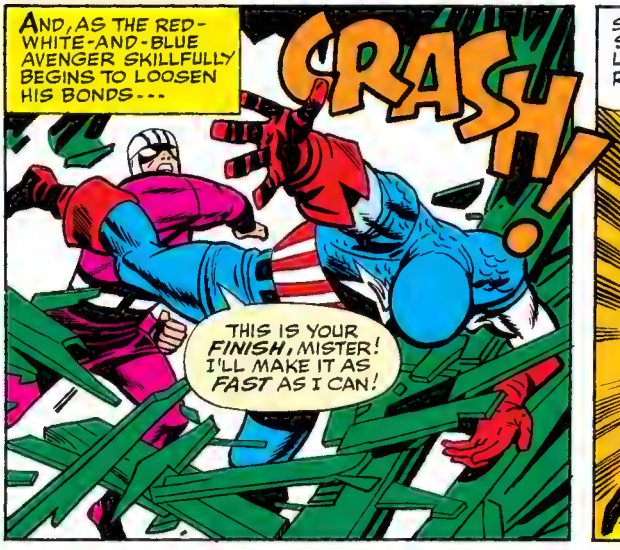

I WASN'T ABLE TO SETTLE MY SCORE WITH THE GANG THAT HAD REJECTED ME---BECAUSE THE POLICE HAD BEATEN ME TO IT!
AND SO, I DECIDED TO TEST MYSELF AGAINST THE MOST DANGEROUS FOE OF ALL---CAPTAIN AMERICA!
ONCE I'VE DEFEATED YOU... I'LL KNOW I'M COMPLETELY UN-BEATABLE!
TAKE BACK YOUR SHIELD! IT CAN'T HELP YOU NOW!
ZISS!
THAT WAS YOUR FIRST FATAL MISTAKE!
YOU HAVE BEEN ABLE TO IMPROVE YOUR POWERS...YOUR SKILLS---THROUGH CONSTANT TRAINING!
BUT MINE IMPROVE BY THEMSELVES! EACH MOMENT I BECOME MORE LIKE THE REAL CAPTAIN AMERICA--- AS I CONTINUE TO ADAPT!
THE REAL CAPTAIN AMERICA?!!
WHAT KIND OF CRAZY LINE ARE YOU TRYING TO HAND ME?
IT'S NO LINE! AS YOU'RE NOW ABOUT TO SEE..!
NICE TRY, AVENGER... BUT I'VE DODGED FASTER MOVES THAN THAT WITHOUT TRYING!
IF THAT'S THE BEST YOU CAN DO--- OUR BATTLE IS AS GOOD AS ENDED!
WHAT DOES THE REAL CAPTAIN AMERICA HAVE THAT I AM LACKING??
WHY AM I UNABLE TO STOP THE TUMBLER??
SKKAZKK!
I'VE PROVEN THAT I CAN OUT-MANEUVER YOU WITH EASE!
NO! I DID MY TASK WITHOUT ERROR! I ADAPTED PERFECTLY! YOU CAN'T---!
NOW, ALL THAT REMAINS IS TO DEMONSTRATE THAT MY FIGHTING STRENGTH IS ALSO FAR GREATER THAN YOURS!
I DUNNO WHAT YOU'RE TALKIN' ABOUT--BUT, ONE THING'S FOR SURE...
YOU'VE HAD YOUR DAY---
AND NOW, THE ERA OF THE TUMBLER IS JUST BEGINNING!
ROP!
UHNNN..!
5.

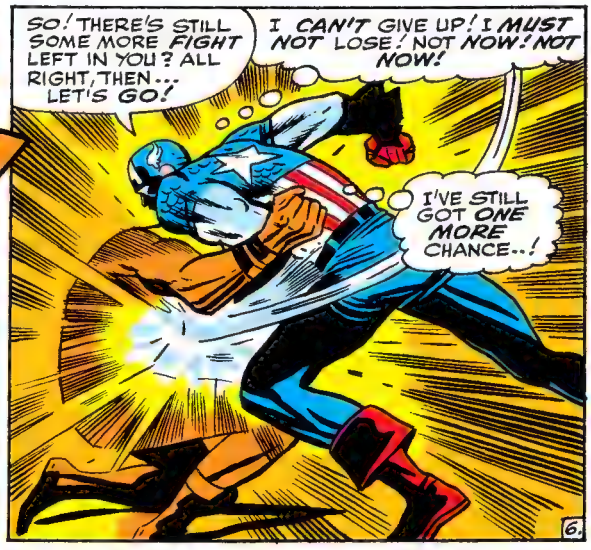

MEANWHILE, IN THE NEXT ROOM -- THE REAL CAPTAIN AMERICA'S AMAZING STAMINA ENABLES HIM TO RECOVER CONSCIOUSNESS IN TIME TO HEAR ---
THE SOUNDS OF FIGHTING... JUST BEYOND THE DOOR!
I DON'T KNOW WHO IT IS, BUT... I-I'M BOUND... HAND AND FOOT!!
WHATEVER HAS HAPPENED TO ME... WHOEVER MY ENEMY IS... I'M SURE TO FIND THE ANSWER BEHIND THAT DOOR!

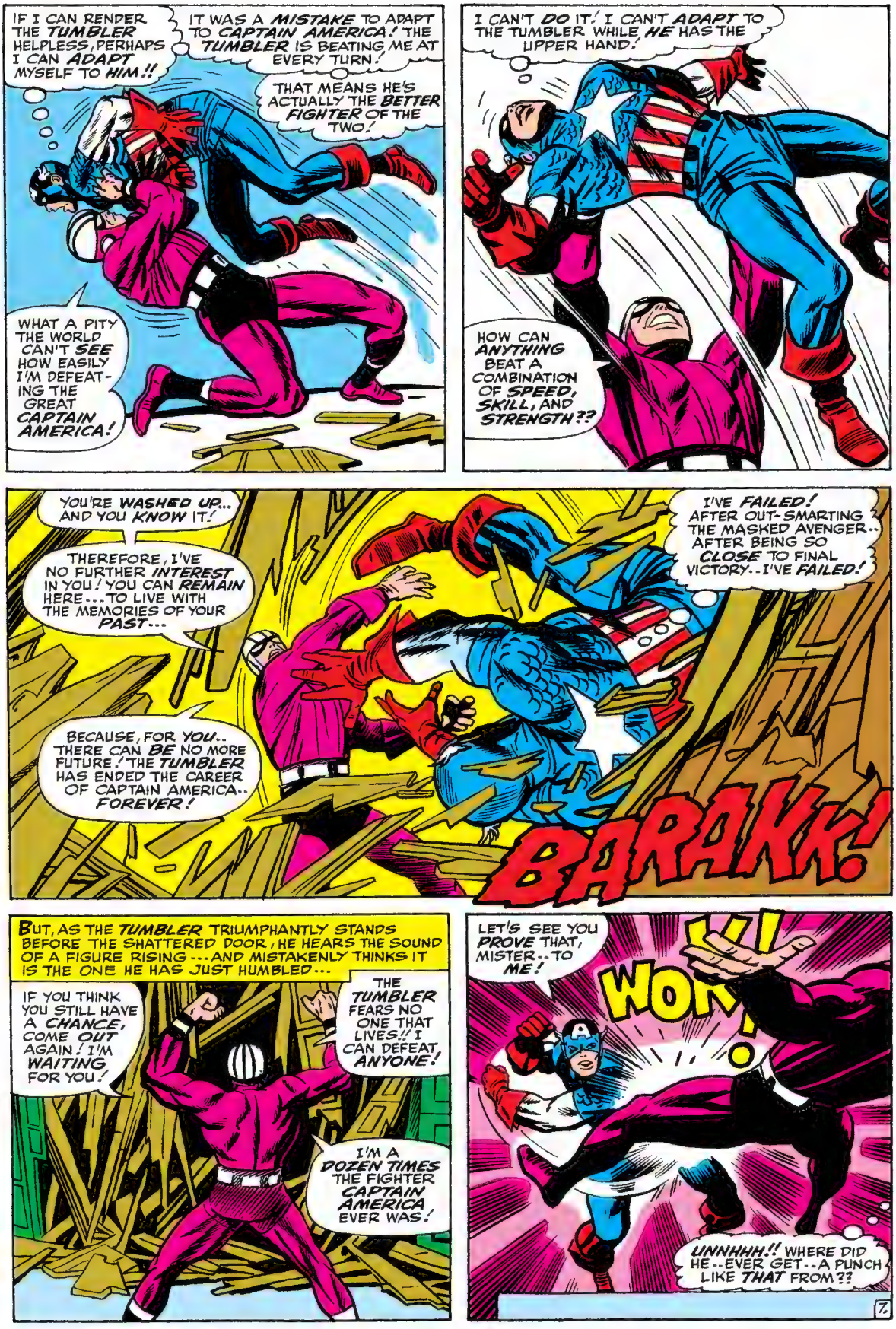

MY FIRST STEP THEN, IS TO FREE MYSELF!
I'VE GOT TO MOVE MY ARMS FORWARD... SLOWLY.. EASILY... SLIPPING MY HANDS UNDER MY BODY... AND MY FEET..!
THERE! I DID IT!

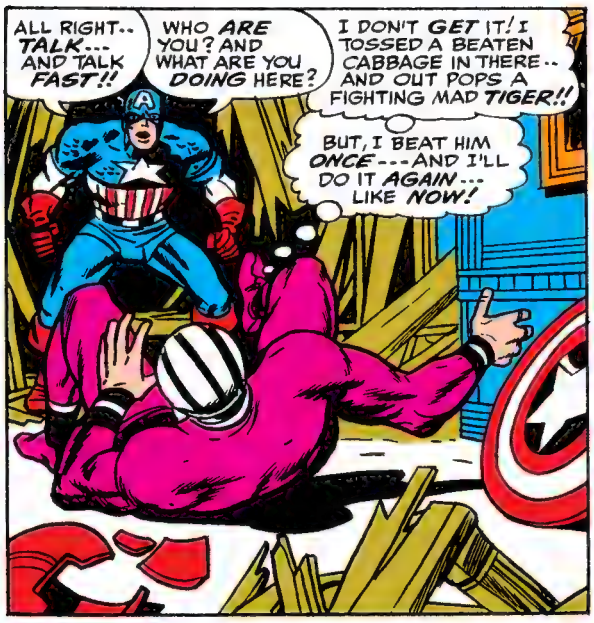

NOW... TO EXERT ALL THE PRESSURE I CAN..!
CAN'T HOPE TO BREAK THE ROPES... BUT.. IF I CAN JUST GIVE MYSELF... A LITTLE MORE SLACK..!
CUTTING INTO WRISTS!! PAIN IS.. AGONIZING!! BUT.. CAN'T LET UP... YET!!
JUST A LITTLE MORE... A LITTLE MORE..!

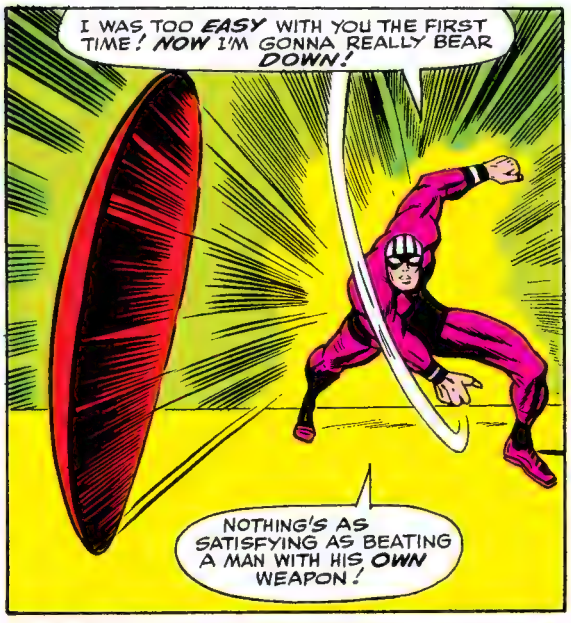

I.. I DID IT! I'VE LOOSENED THEM ENOUGH TO BE ABLE TO MANIPULATE MY HANDS!!
NOW... ALL I NEED IS.. A FEW SECONDS.. TO REST... CATCH MY BREATH.. AND THEN.. I'LL BE FREE!

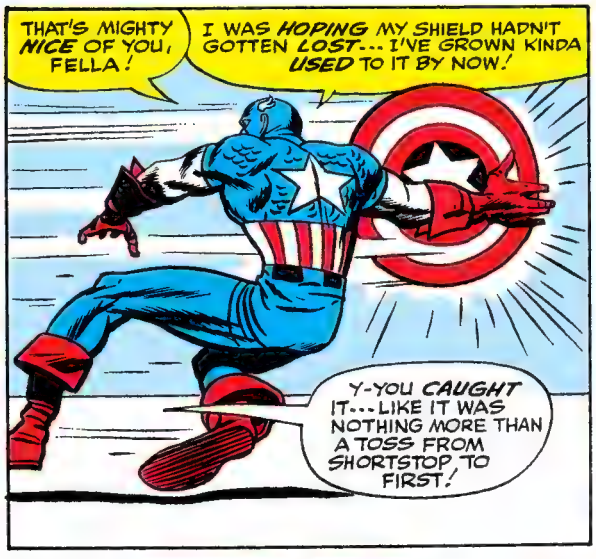

AND, AS THE RED-WHITE-AND-BLUE AVENGER SKILLFULLY BEGINS TO LOOSEN HIS BONDS...
CRASH!
THIS IS YOUR FINISH, MISTER! I'LL MAKE IT AS FAST AS I CAN!

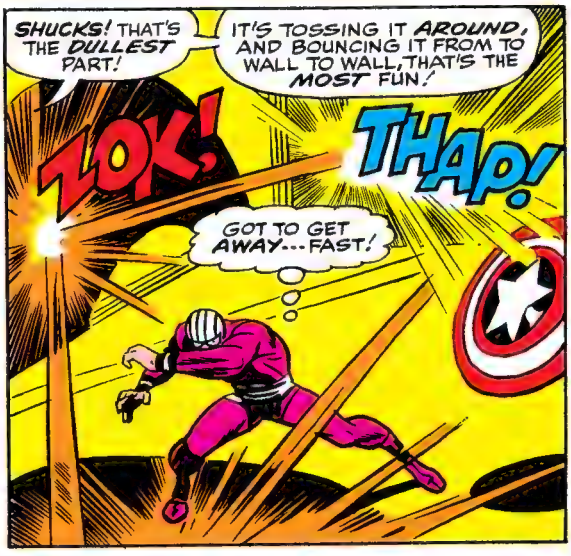

SO! THERE'S STILL SOME MORE FIGHT LEFT IN YOU? ALL RIGHT, THEN... LET'S GO!
I CAN'T GIVE UP! I MUST NOT LOSE! NOT NOW! NOT NOW!
I'VE STILL GOT ONE MORE CHANCE..!

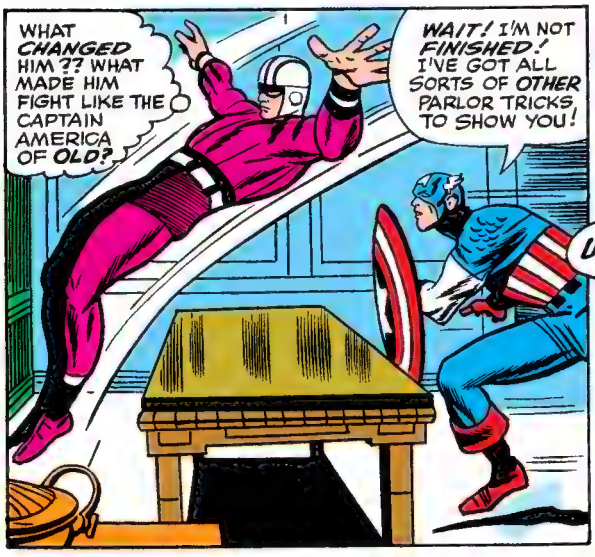

IF I CAN RENDER THE TUMBLER HELPLESS, PERHAPS I CAN ADAPT MYSELF TO HIM!!
IT WAS A MISTAKE TO ADAPT TO CAPTAIN AMERICA! THE TUMBLER IS BEATING ME AT EVERY TURN!
THAT MEANS HE'S ACTUALLY THE BETTER FIGHTER OF THE TWO!
WHAT A PITY THE WORLD CAN'T SEE HOW EASILY I'M DEFEATING THE GREAT CAPTAIN AMERICA!
I CAN'T DO IT! I CAN'T ADAPT TO THE TUMBLER WHILE HE HAS THE UPPER HAND!
HOW CAN ANYTHING BEAT A COMBINATION OF SPEED, SKILL, AND STRENGTH??
YOU'RE WASHED UP... AND YOU KNOW IT!
THEREFORE, I'VE NO FURTHER INTEREST IN YOU! YOU CAN REMAIN HERE---TO LIVE WITH THE MEMORIES OF YOUR PAST...
BECAUSE, FOR YOU.. THERE CAN BE NO MORE FUTURE! THE TUMBLER HAS ENDED THE CAREER OF CAPTAIN AMERICA.. FOREVER!
I'VE FAILED! AFTER OUT-SMARTING THE MASKED AVENGER.. AFTER BEING SO CLOSE TO FINAL VICTORY--I'VE FAILED!
BARAKK!
BUT, AS THE TUMBLER TRIUMPHANTLY STANDS BEFORE THE SHATTERED DOOR, HE HEARS THE SOUND OF A FIGURE RISING---AND MISTAKENLY THINKS IT IS THE ONE HE HAS JUST HUMBLED...
IF YOU THINK YOU STILL HAVE A CHANCE, COME OUT AGAIN! I'M WAITING FOR YOU!
THE TUMBLER FEARS NO ONE THAT LIVES!! I CAN DEFEAT ANYONE!
I'M A DOZEN TIMES THE FIGHTER CAPTAIN AMERICA EVER WAS!
LET'S SEE YOU PROVE THAT, MISTER--TO ME!
WOK!
UNNHHH!! WHERE DID HE--EVER GET--A PUNCH LIKE THAT FROM??
7

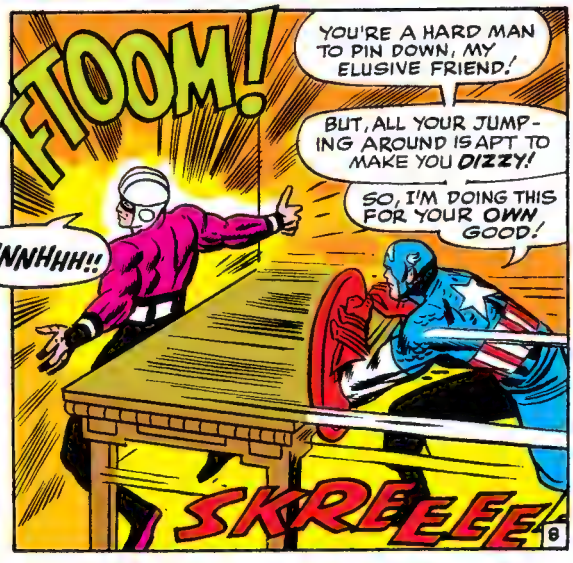

ALL RIGHT-- TALK--- AND TALK FAST!!
WHO ARE YOU? AND WHAT ARE YOU DOING HERE?
I DON'T GET IT! I TOSSED A BEATEN CABBAGE IN THERE-- AND OUT POPS A FIGHTING MAD TIGER!!
BUT, I BEAT HIM ONCE---AND I'LL DO IT AGAIN--- LIKE NOW!

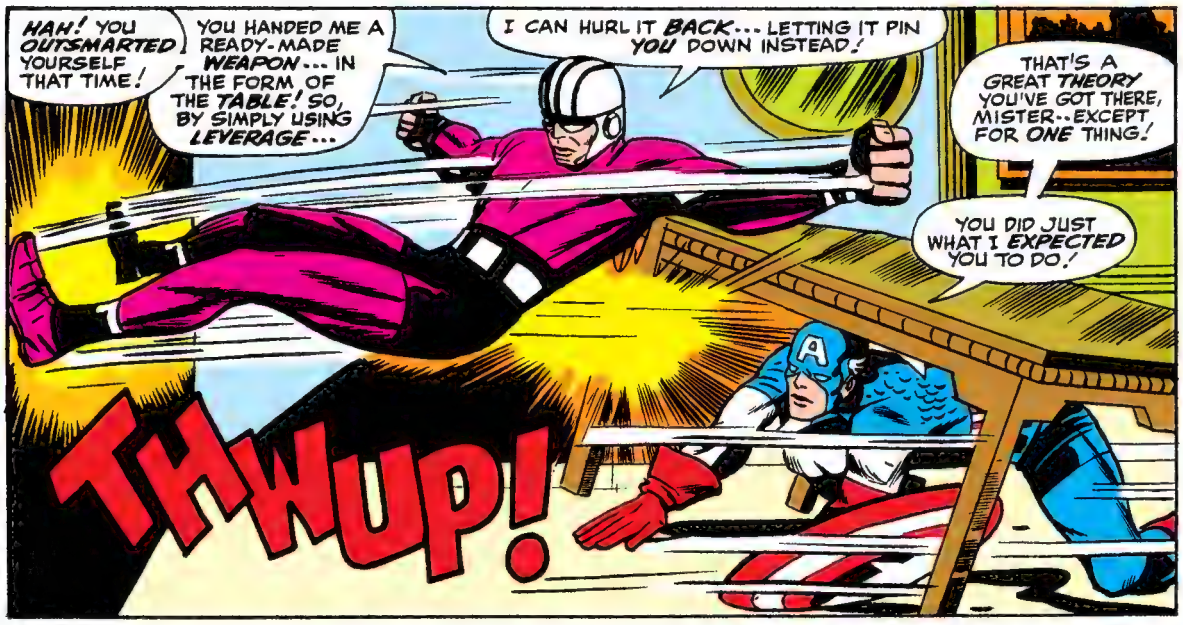

I WAS TOO EASY WITH YOU THE FIRST TIME! NOW I'M GONNA REALLY BEAR DOWN!
NOTHING'S AS SATISFYING AS BEATING A MAN WITH HIS OWN WEAPON!

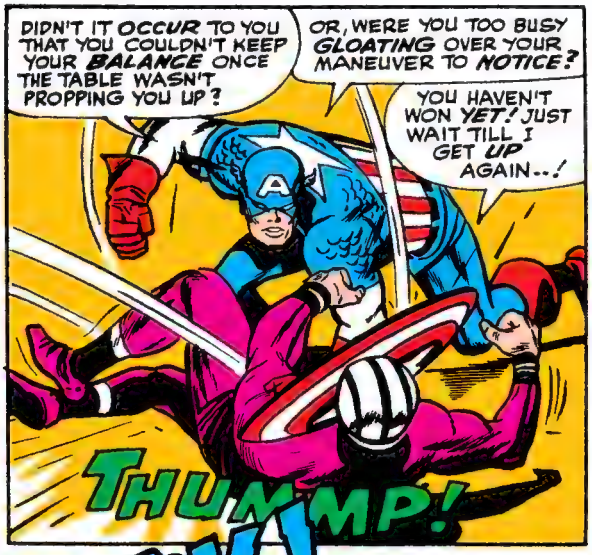

THAT'S MIGHTY NICE OF YOU, FELLA!
I WAS HOPING MY SHIELD HADN'T GOTTEN LOST--- I'VE GROWN KINDA USED TO IT BY NOW!
Y-YOU CAUGHT IT---LIKE IT WAS NOTHING MORE THAN A TOSS FROM SHORTSTOP TO FIRST!

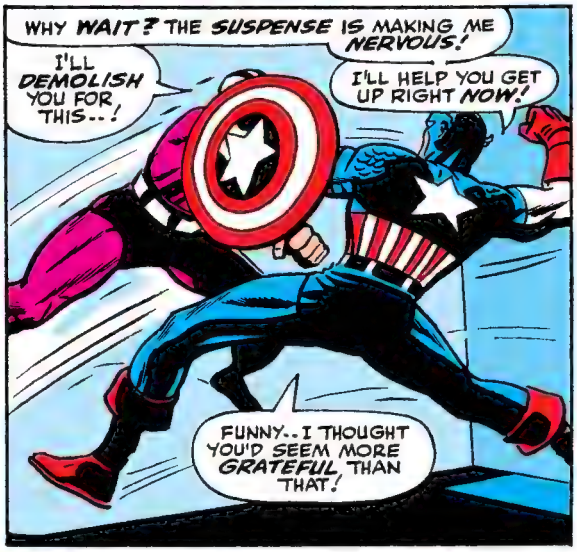

SHUCKS! THAT'S THE DULLEST PART!
IT'S TOSSING IT AROUND, AND BOUNCING IT FROM TO WALL TO WALL, THAT'S THE MOST FUN!
ZOK!
THAP!
GOT TO GET AWAY---FAST!

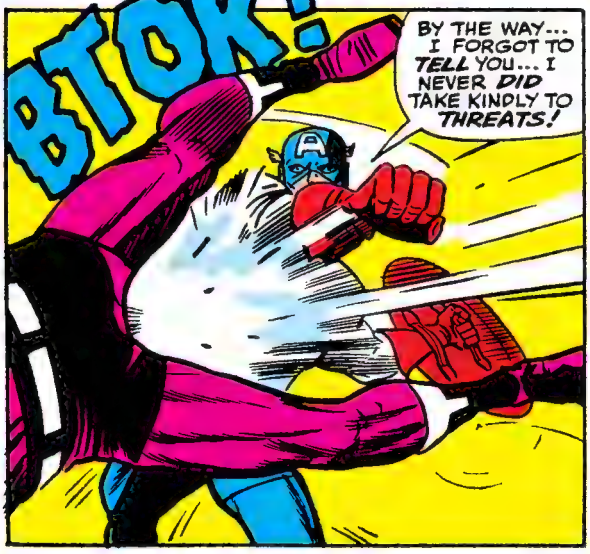

WHAT CHANGED HIM?? WHAT MADE HIM FIGHT LIKE THE CAPTAIN AMERICA OF OLD?
WAIT! I'M NOT FINISHED! I'VE GOT ALL SORTS OF OTHER PARLOR TRICKS TO SHOW YOU!

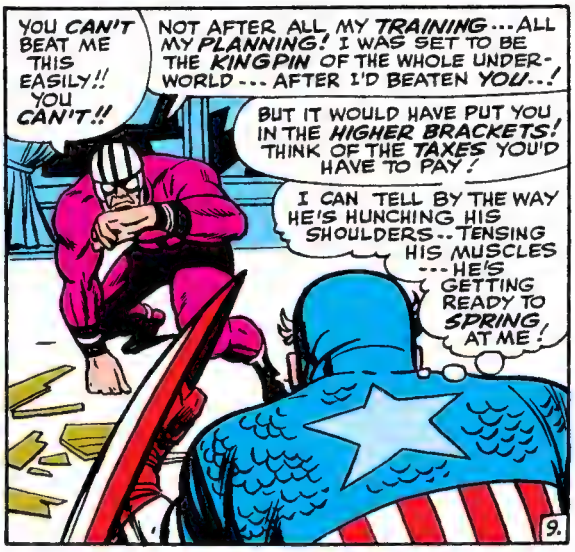

FTOOM!
YOU'RE A HARD MAN TO PIN DOWN, MY ELUSIVE FRIEND!
BUT, ALL YOUR JUMPING AROUND IS APT TO MAKE YOU DIZZY!
SO, I'M DOING THIS FOR YOUR OWN GOOD!
UNNHHH!!
SKREEEE!

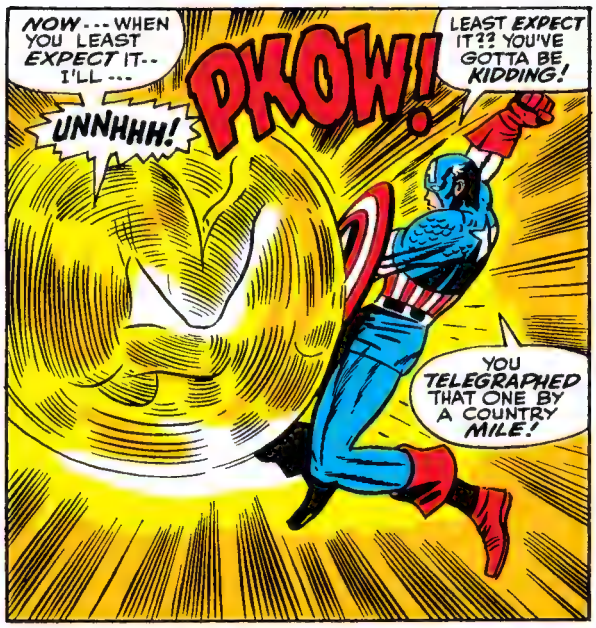

HAH! YOU OUTSMARTED YOURSELF THAT TIME!
YOU HANDED ME A READY-MADE WEAPON... IN THE FORM OF THE TABLE! SO, BY SIMPLY USING LEVERAGE...
I CAN HURL IT BACK... LETTING IT PIN YOU DOWN INSTEAD!
THAT'S A GREAT THEORY YOU'VE GOT THERE, MISTER--EXCEPT FOR ONE THING!
YOU DID JUST WHAT I EXPECTED YOU TO DO!
THWUP!

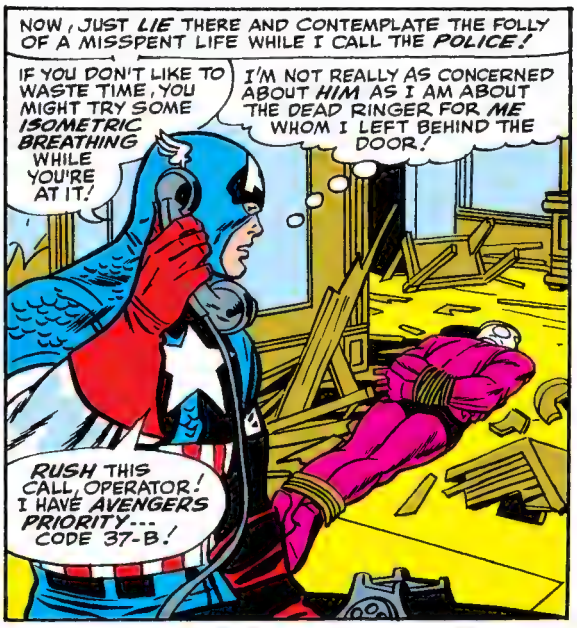

DIDN'T IT OCCUR TO YOU THAT YOU COULDN'T KEEP YOUR BALANCE ONCE THE TABLE WASN'T PROPPING YOU UP?
OR, WERE YOU TOO BUSY GLOATING OVER YOUR MANEUVER TO NOTICE?
YOU HAVEN'T WON YET! JUST WAIT TILL I GET UP AGAIN--!
THUMP!


WHY WAIT? THE SUSPENSE IS MAKING ME NERVOUS!
I'LL DEMOLISH YOU FOR THIS--!
I'LL HELP YOU GET UP RIGHT NOW!
FUNNY--I THOUGHT YOU'D SEEM MORE GRATEFUL THAN THAT!

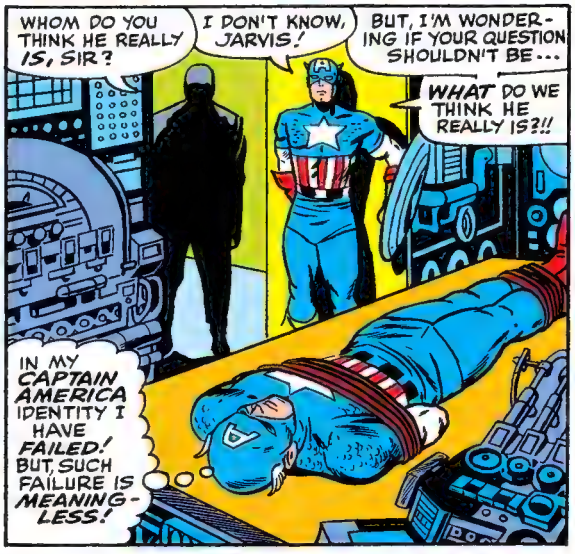

BTOK!
BY THE WAY... I FORGOT TO TELL YOU... I NEVER DID TAKE KINDLY TO THREATS!

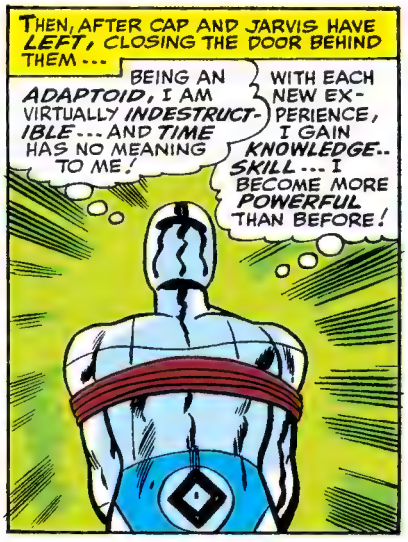

YOU CAN'T BEAT ME THIS EASILY!! YOU CAN'T!!
NOT AFTER ALL MY TRAINING... ALL MY PLANNING! I WAS SET TO BE THE KINGPIN OF THE WHOLE UNDERWORLD... AFTER I'D BEATEN YOU--!
BUT IT WOULD HAVE PUT YOU IN THE HIGHER BRACKETS! THINK OF THE TAXES YOU'D HAVE TO PAY!
I CAN TELL BY THE WAY HE'S HUNCHING HIS SHOULDERS--TENSING HIS MUSCLES --- HE'S GETTING READY TO SPRING AT ME!


NOW--- WHEN YOU LEAST EXPECT IT-- I'LL ---
PKOW!
LEAST EXPECT IT?? YOU'VE GOTTA BE KIDDING!
UNNHHH!
YOU TELEGRAPHED THAT ONE BY A COUNTRY MILE!


NOW, JUST LIE THERE AND CONTEMPLATE THE FOLLY OF A MISSPENT LIFE WHILE I CALL THE POLICE!
IF YOU DON'T LIKE TO WASTE TIME, YOU MIGHT TRY SOME ISOMETRIC BREATHING WHILE YOU'RE AT IT!
I'M NOT REALLY AS CONCERNED ABOUT HIM AS I AM ABOUT THE DEAD RINGER FOR ME WHOM I LEFT BEHIND THE DOOR!
RUSH THIS CALL, OPERATOR! I HAVE AVENGERS PRIORITY--- CODE 37-B!

LATER, AFTER THE POLICE HAVE DEPARTED WITH THE TRUSSED-UP TUMBLER, A NOW FULLY-REVIVED JARVIS REAPPEARS TO GIVE CAP A HAND WITH THE MYSTERIOUS ADAPTOID ---
THERE'S MORE THAN A CASE OF DISGUISE INVOLVED HERE! HE'S AN ABSOLUTE REPLICA OF ME!
AND EARLIER--- HE WAS ENOUGH LIKE YOU TO FOOL ME COMPLETELY!
I'LL HELP YOU CARRY HIM INTO THE LAB ANALYSIS ROOM, SIR!
WE'VE GOT TO LEARN HOW HE DOES IT! THERE'S MORE TO HIM THAN MEETS THE EYE!
WE'LL LEAVE HIM THERE UNTIL THE OTHER AVENGERS RETURN! THIS MAY CONCERN THEM ALL!


WHOM DO YOU THINK HE REALLY IS, SIR?
I DON'T KNOW, JARVIS!
BUT, I'M WONDERING IF YOUR QUESTION SHOULDN'T BE---
WHAT DO WE THINK HE REALLY IS?!!
IN MY CAPTAIN AMERICA IDENTITY I HAVE FAILED! BUT, SUCH FAILURE IS MEANINGLESS!

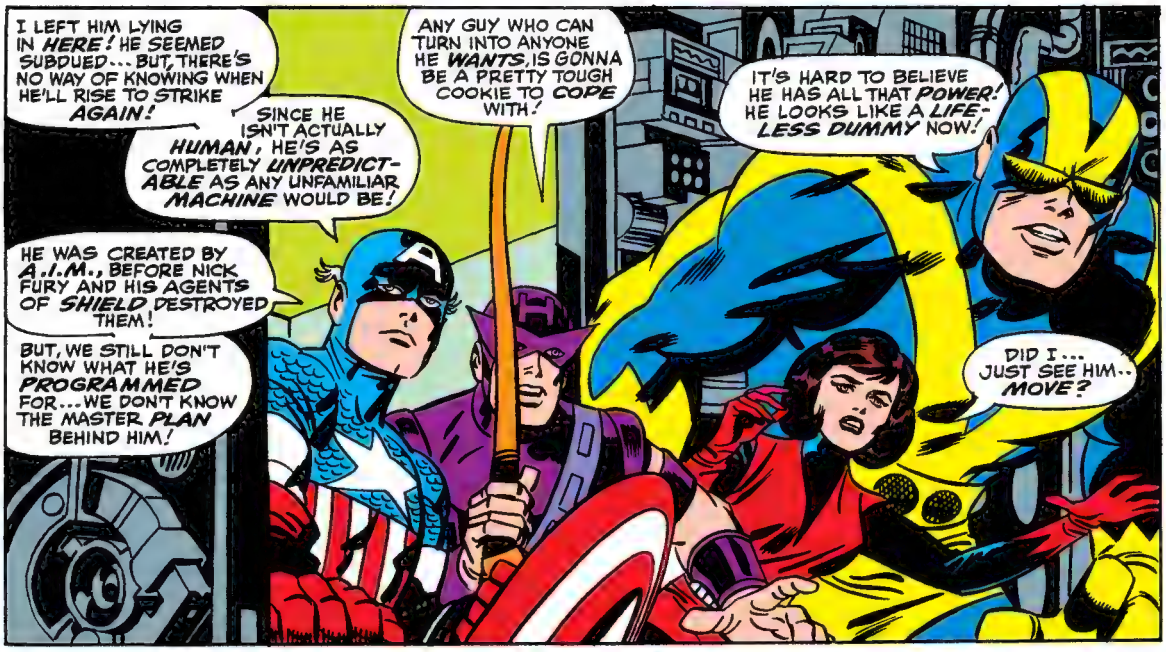

THEN, AFTER CAP AND JARVIS HAVE LEFT, CLOSING THE DOOR BEHIND THEM ---
BEING AN ADAPTOID, I AM VIRTUALLY INDESTRUCTIBLE--- AND TIME HAS NO MEANING TO ME!
WITH EACH NEW EXPERIENCE, I GAIN KNOWLEDGE.. SKILL --- I BECOME MORE POWERFUL THAN BEFORE!

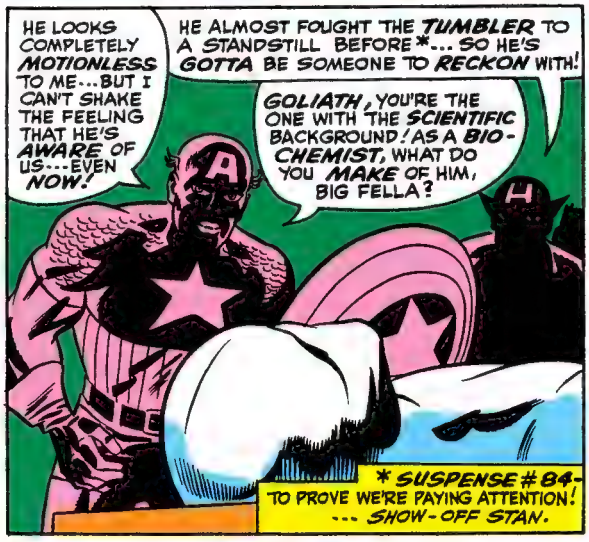
SO LONG AS I EXIST, I CANNOT FORSAKE MY MISSION! CAPTAIN AMERICA MUST DIE!
AND, WITH THE NEW KNOWLEDGE I HAVE GAINED --- THE TASK WILL BE EASIER FOR ME!
ALREADY, A NEW, FOOLPROOF PLAN HAS FORMED WITHIN MY THINKING CIRCUITS!

A PLAN WHICH CANNOT FAIL TO DESTROY CAPTAIN AMERICA!
NEXT ISSUE:
THE PLAN!

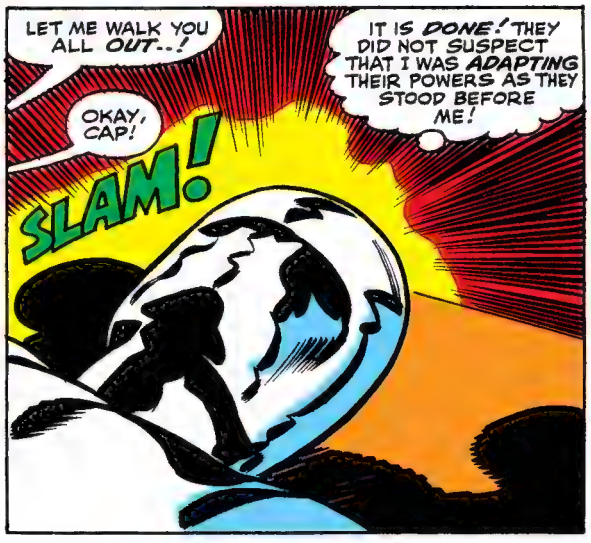
TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
84 DEC
THE MOST DARINGLY DIFFERENT SUPER-VILLAIN OF THE YEAR...
THE SUPER-ADAPTOID!

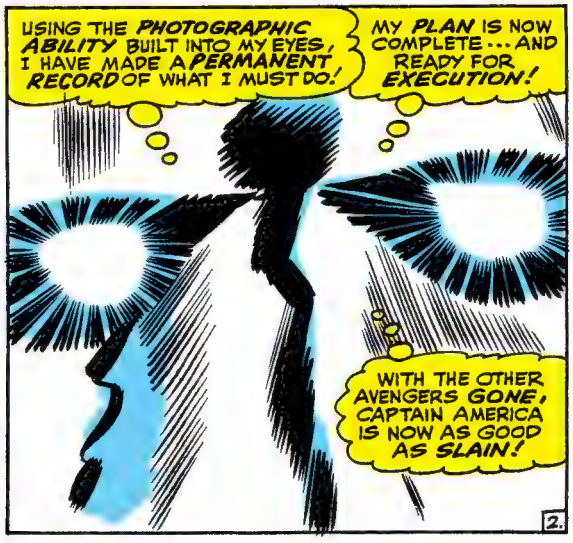
"THE SUPER-ADAPTOID!"
WE GOT HERE AS SOON AS WE RECEIVED YOUR MESSAGE, CAP!
ADAPTOID: AN ARTIFICIAL BEING, IN HUMAN FORM, ABLE TO ASSUME THE POWERS AND APPEARANCE OF ANY LIVING PERSON WHO STANDS BEFORE HIM!
HAVING CAPTURED THE AMAZING ADAPTOID LAST ISH, CAPTAIN AMERICA NOW BRINGS THE OTHER AVENGERS TO STUDY IT---
THE ORIGINAL AVENGERS ONCE BATTLED A CAT CALLED THE SPACE PHANTOM WHO COULD TAKE ANYONE'S IDENTITY!
MAYBE IT'S HIM AGAIN... UNDER THE NAME OF ADAPTOID!
ADAPTOID! EVEN THAT NAME IS ENOUGH TO GIVE ME GOOSE-PIMPLES!
AFRAID NOT, HAWKEYE!
THE SPACE PHANTOM WAS AN ACTUAL ALIEN FROM ANOTHER PLANET.. BUT THE ADAPTOID IS SOME SORT OF ROBOT.. CREATED RIGHT HERE ON EARTH!
A STAN LEE-JACK KIRBY POWERHOUSE PRODUCTION
DELINEATED BY: FEARLESS FRANKIE GIACOIA
LETTERED BY: SWINGIN' SAMMY ROSEN

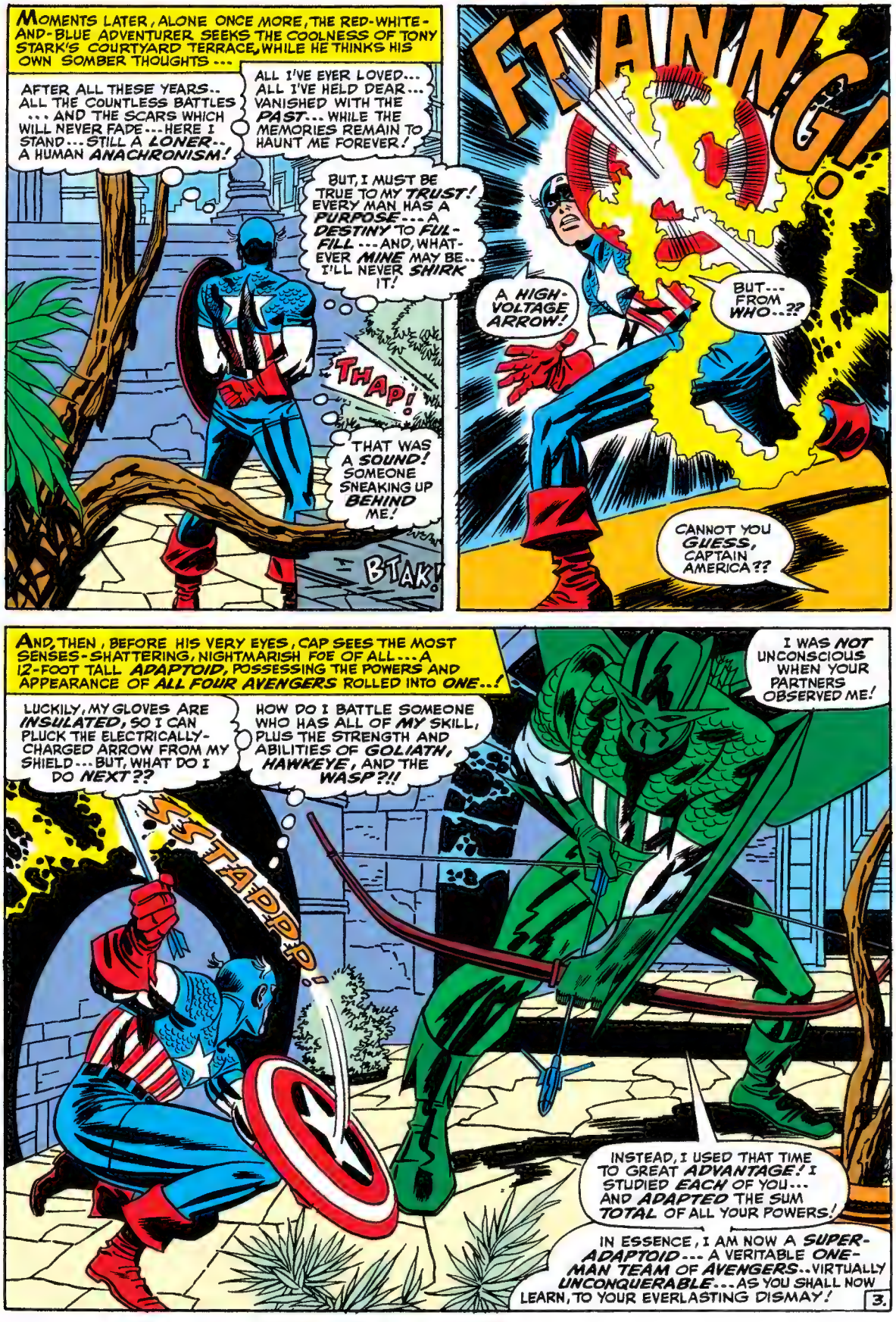

I LEFT HIM LYING IN HERE! HE SEEMED SUBDUED... BUT, THERE'S NO WAY OF KNOWING WHEN HE'LL RISE TO STRIKE AGAIN!
SINCE HE ISN'T ACTUALLY HUMAN, HE'S AS COMPLETELY UNPREDICTABLE AS ANY UNFAMILIAR MACHINE WOULD BE!
ANY GUY WHO CAN TURN INTO ANYONE HE WANTS, IS GONNA BE A PRETTY TOUGH COOKIE TO COPE WITH!
IT'S HARD TO BELIEVE HE HAS ALL THAT POWER! HE LOOKS LIKE A LIFELESS DUMMY NOW!
HE WAS CREATED BY A.I.M., BEFORE NICK FURY AND HIS AGENTS OF SHIELD DESTROYED THEM!
BUT, WE STILL DON'T KNOW WHAT HE'S PROGRAMMED FOR... WE DON'T KNOW THE MASTER PLAN BEHIND HIM!
DID I... JUST SEE HIM... MOVE?

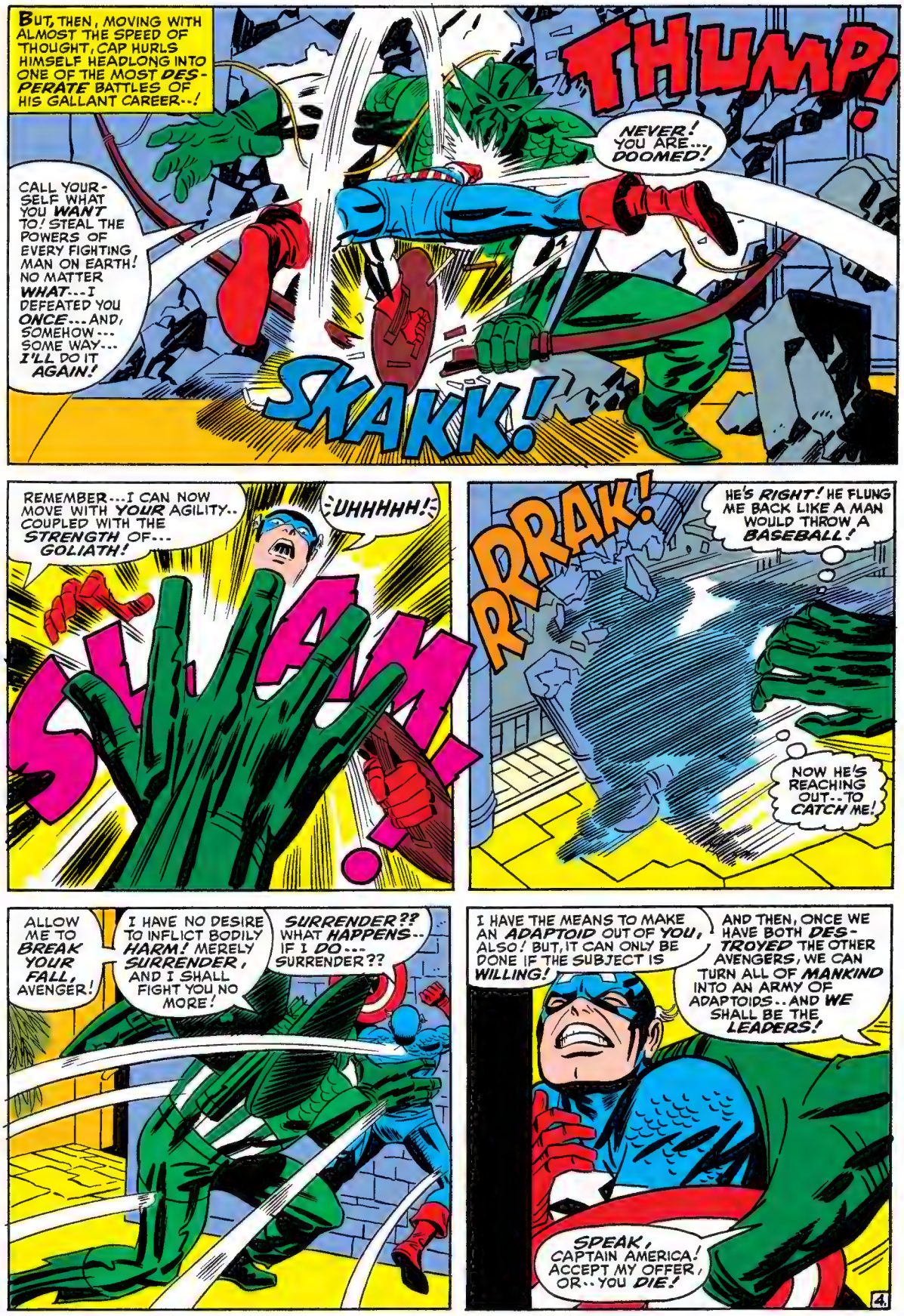

HE LOOKS COMPLETELY MOTIONLESS TO ME... BUT I CAN'T SHAKE THE FEELING THAT HE'S AWARE OF US... EVEN NOW!
HE ALMOST FOUGHT THE TUMBLER TO A STANDSTILL BEFORE *... SO HE'S GOTTA BE SOMEONE TO RECKON WITH!
GOLIATH, YOU'RE THE ONE WITH THE SCIENTIFIC BACKGROUND! AS A BIO-CHEMIST, WHAT DO YOU MAKE OF HIM, BIG FELLA?
* SUSPENSE #84- TO PROVE WE'RE PAYING ATTENTION! --- SHOW-OFF STAN.

CAN'T ANSWER THAT, STEVE... NOT WITHOUT A CAREFUL EXAMINATION!
JAN AND I HAVE SOME AVENGERS BUSINESS TO FINISH UP FOR THE NEXT FEW HOURS... I'LL RETURN IMMEDIATELY AFTER THAT FOR A DETAILED STUDY!
GOOD ENOUGH, HANK! I'LL STAY HERE AND GUARD HIM WHILE YOU'RE GONE!
I'LL BE BACK, TOO... SOON AS I SEE THE BLACK WIDOW!

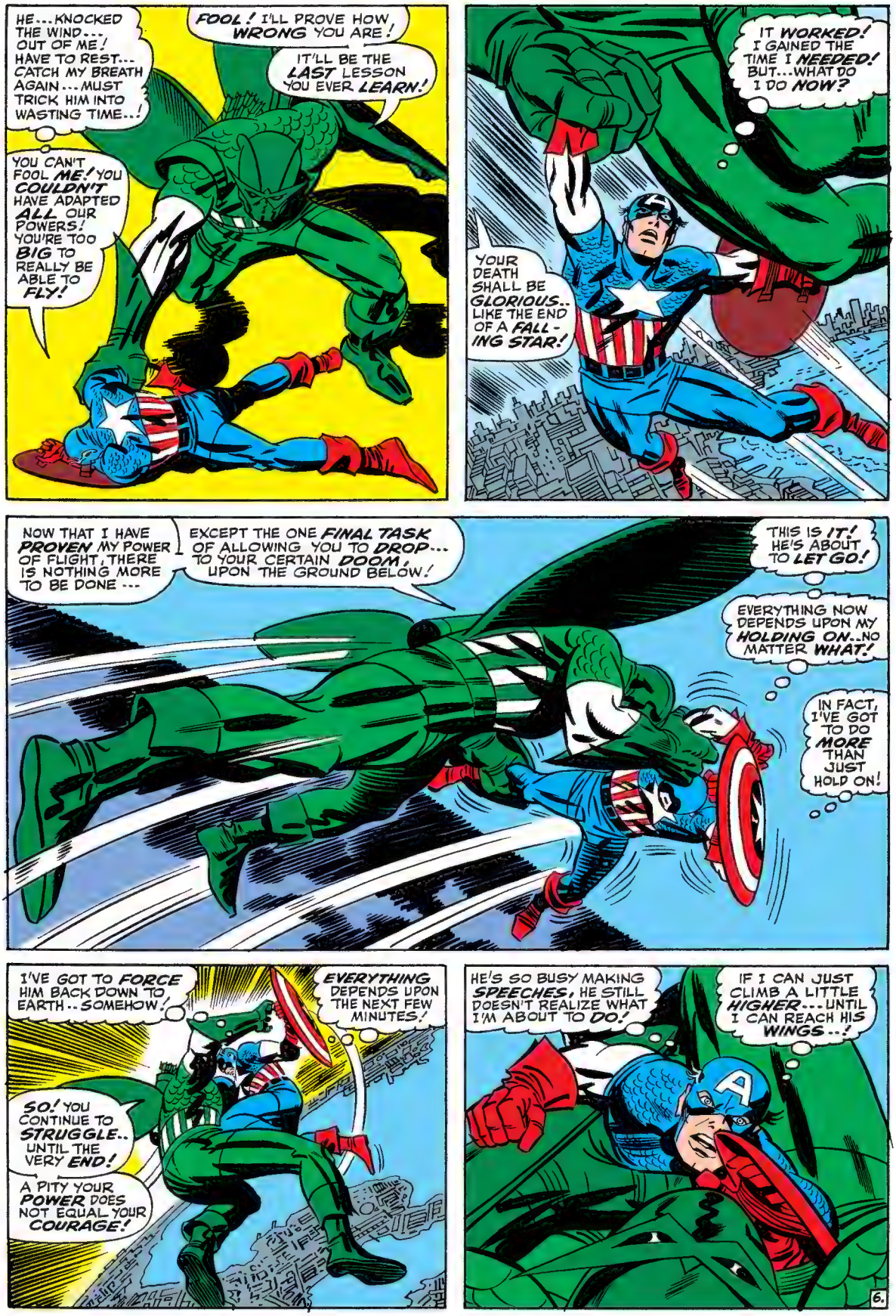

LET ME WALK YOU ALL OUT--!
OKAY, CAP!
SLAM!
IT IS DONE! THEY DID NOT SUSPECT THAT I WAS ADAPTING THEIR POWERS AS THEY STOOD BEFORE ME!

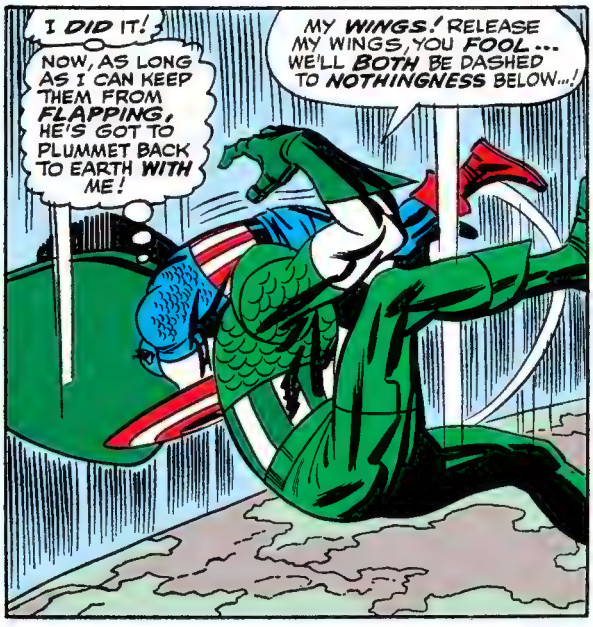

USING THE PHOTOGRAPHIC ABILITY BUILT INTO MY EYES, I HAVE MADE A PERMANENT RECORD OF WHAT I MUST DO!
MY PLAN IS NOW COMPLETE... AND READY FOR EXECUTION!
WITH THE OTHER AVENGERS GONE, CAPTAIN AMERICA IS NOW AS GOOD AS SLAIN!


MOMENTS LATER, ALONE ONCE MORE, THE RED-WHITE-AND-BLUE ADVENTURER SEEKS THE COOLNESS OF TONY STARK'S COURTYARD TERRACE, WHILE HE THINKS HIS OWN SOMBER THOUGHTS ...
AFTER ALL THESE YEARS.. ALL THE COUNTLESS BATTLES ... AND THE SCARS WHICH WILL NEVER FADE --- HERE I STAND ... STILL A LONER.. A HUMAN ANACHRONISM!
ALL I'VE EVER LOVED... ALL I'VE HELD DEAR... VANISHED WITH THE PAST... WHILE THE MEMORIES REMAIN TO HAUNT ME FOREVER!
BUT, I MUST BE TRUE TO MY TRUST! EVERY MAN HAS A PURPOSE --- A DESTINY TO FULFILL --- AND, WHATEVER MINE MAY BE.. I'LL NEVER SHIRK IT!
THAP!
THAT WAS A SOUND! SOMEONE SNEAKING UP BEHIND ME!
BTAK!
FT ANNG!
A HIGH-VOLTAGE ARROW!
BUT--- FROM WHO..??
CANNOT YOU GUESS, CAPTAIN AMERICA??
AND, THEN, BEFORE HIS VERY EYES, CAP SEES THE MOST SENSES-SHATTERING, NIGHTMARISH FOE OF ALL --- A 12-FOOT TALL ADAPTOID, POSSESSING THE POWERS AND APPEARANCE OF ALL FOUR AVENGERS ROLLED INTO ONE..!
LUCKILY, MY GLOVES ARE INSULATED, SO I CAN PLUCK THE ELECTRICALLY-CHARGED ARROW FROM MY SHIELD --- BUT, WHAT DO I DO NEXT??
HOW DO I BATTLE SOMEONE WHO HAS ALL OF MY SKILL, PLUS THE STRENGTH AND ABILITIES OF GOLIATH, HAWKEYE, AND THE WASP?!!
SSTAPPP!
I WAS NOT UNCONSCIOUS WHEN YOUR PARTNERS OBSERVED ME!
INSTEAD, I USED THAT TIME TO GREAT ADVANTAGE! I STUDIED EACH OF YOU... AND ADAPTED THE SUM TOTAL OF ALL YOUR POWERS!
IN ESSENCE, I AM NOW A SUPER-ADAPTOID --- A VERITABLE ONE-MAN TEAM OF AVENGERS.. VIRTUALLY UNCONQUERABLE... AS YOU SHALL NOW LEARN, TO YOUR EVERLASTING DISMAY!
3.

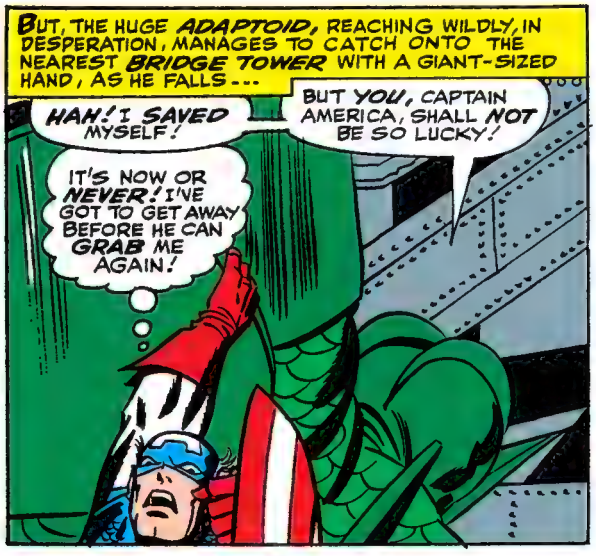

BUT, THEN, MOVING WITH ALMOST THE SPEED OF THOUGHT, CAP HURLS HIMSELF HEADLONG INTO ONE OF THE MOST DESPERATE BATTLES OF HIS GALLANT CAREER--!
THUMP!
NEVER! YOU ARE--, DOOMED!
CALL YOURSELF WHAT YOU WANT TO! STEAL THE POWERS OF EVERY FIGHTING MAN ON EARTH! NO MATTER WHAT--I DEFEATED YOU ONCE--AND, SOMEHOW--SOME WAY--I'LL DO IT AGAIN!
SKAKK!
REMEMBER--I CAN NOW MOVE WITH YOUR AGILITY.. COUPLED WITH THE STRENGTH OF--GOLIATH!
UHHHHH!
SLAM!
RRRAK!
HE'S RIGHT! HE FLUNG ME BACK LIKE A MAN WOULD THROW A BASEBALL!
NOW HE'S REACHING OUT--TO CATCH ME!
ALLOW ME TO BREAK YOUR FALL, AVENGER!
I HAVE NO DESIRE TO INFLICT BODILY HARM! MERELY SURRENDER, AND I SHALL FIGHT YOU NO MORE!
SURRENDER?? WHAT HAPPENS-- IF I DO--SURRENDER??
I HAVE THE MEANS TO MAKE AN ADAPTOID OUT OF YOU, ALSO! BUT, IT CAN ONLY BE DONE IF THE SUBJECT IS WILLING!
AND THEN, ONCE WE HAVE BOTH DESTROYED THE OTHER AVENGERS, WE CAN TURN ALL OF MANKIND INTO AN ARMY OF ADAPTOIDS..AND WE SHALL BE THE LEADERS!
SPEAK, CAPTAIN AMERICA! ACCEPT MY OFFER, OR..YOU DIE!
4.

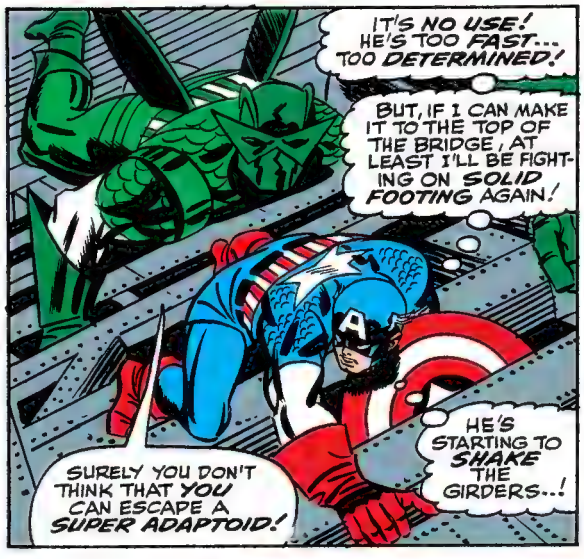
SO...THE LUST FOR POWER ISN'T MERELY A HUMAN TRAIT! EVEN AN ADAPTOID CAN BE TOUCHED BY SUCH MADNESS!
YOU ASKED FOR MY ANSWER...
WOK!
WELL... HERE IT IS..!!
YOU HAD YOUR CHANCE, AVENGER! NOW, YOU'VE FORFEITED IT... FOREVER!
IN THAT CASE, I'VE NOTHING TO LOSE, HAVE I?
DESPITE HIS INCALCULABLE POWER, I CAN STILL THINK FASTER THAN HE CAN! IT'S MY ONLY HOPE!
I'VE GOT TO KEEP HIM ON THE DEFENSIVE --- MOVE SO FAST THAT HE CAN'T STRIKE BACK!
BAP!
NOW I REALIZE WHY I WAS PROGRAMMED TO DESTROY YOU! YOU ARE THE GREATEST FIGHTING MACHINE OF ALL!
SOK!
BUT, I, TOO, POSSESS A SHIELD --- AND I HAVE ADAPTED YOUR ABILITY TO USE IT!
HE'S RIGHT! I'M ACTUALLY BATTLING A BIGGER, STRONGER VERSION OF MYSELF NOW!
THANNG!
AND NOW, I AM DONE TOYING WITH YOU! SEE HOW EASILY I CAN FLING YOU ASIDE, WITH ONE SWEEP OF MY GIANT-SIZED SHIELD!
UNNHHHHH!--
WHAPPPPP!
5.

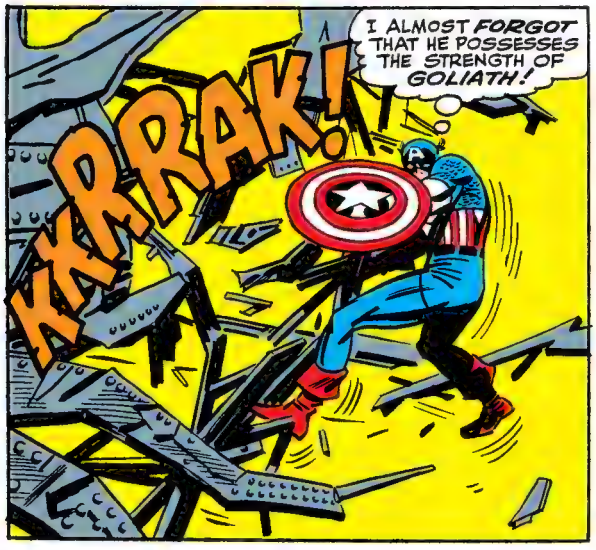

HE...KNOCKED THE WIND... OUT OF ME! HAVE TO REST... CATCH MY BREATH AGAIN...MUST TRICK HIM INTO WASTING TIME..!
FOOL! I'LL PROVE HOW, WRONG YOU ARE!
IT'LL BE THE LAST LESSON YOU EVER LEARN!
YOU CAN'T FOOL ME! YOU COULDN'T HAVE ADAPTED ALL OUR POWERS! YOU'RE TOO BIG TO REALLY BE ABLE TO FLY!
IT WORKED! I GAINED THE TIME I NEEDED! BUT...WHAT DO I DO NOW?
YOUR DEATH SHALL BE GLORIOUS.. LIKE THE END OF A FALL-ING STAR!
NOW THAT I HAVE PROVEN MY POWER OF FLIGHT, THERE IS NOTHING MORE TO BE DONE ---
EXCEPT THE ONE FINAL TASK OF ALLOWING YOU TO DROP... TO YOUR CERTAIN DOOM, UPON THE GROUND BELOW!
THIS IS IT! HE'S ABOUT TO LET GO!
EVERYTHING NOW DEPENDS UPON MY HOLDING ON..NO MATTER WHAT!
IN FACT, I'VE GOT TO DO MORE THAN JUST HOLD ON!
I'VE GOT TO FORCE HIM BACK DOWN TO EARTH..SOMEHOW!
EVERYTHING DEPENDS UPON THE NEXT FEW MINUTES!
SO! YOU CONTINUE TO STRUGGLE.. UNTIL THE VERY END!
A PITY YOUR POWER DOES NOT EQUAL YOUR COURAGE!
HE'S SO BUSY MAKING SPEECHES, HE STILL DOESN'T REALIZE WHAT I'M ABOUT TO DO!
IF I CAN JUST CLIMB A LITTLE HIGHER...UNTIL I CAN REACH HIS WINGS..!

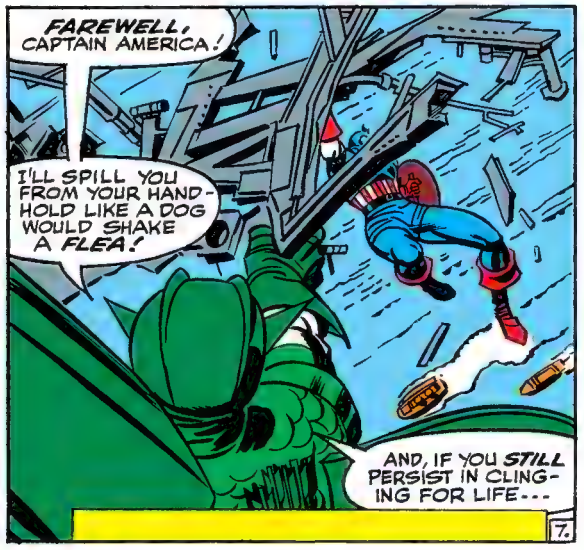

I DID IT!
NOW, AS LONG AS I CAN KEEP THEM FROM FLAPPING, HE'S GOT TO PLUMMET BACK TO EARTH WITH ME!
MY WINGS! RELEASE MY WINGS, YOU FOOL... WE'LL BOTH BE DASHED TO NOTHINGNESS BELOW...!

THAT SUITS ME FINE!
AT A TIME LIKE THIS, A FELLA CAN USE SOME COMPANY!
I'LL WAIT TILL THE LAST SECOND BEFORE LETTING GO...WHEN I'M CLOSE ENOUGH TO HIT THE WATER SAFELY!

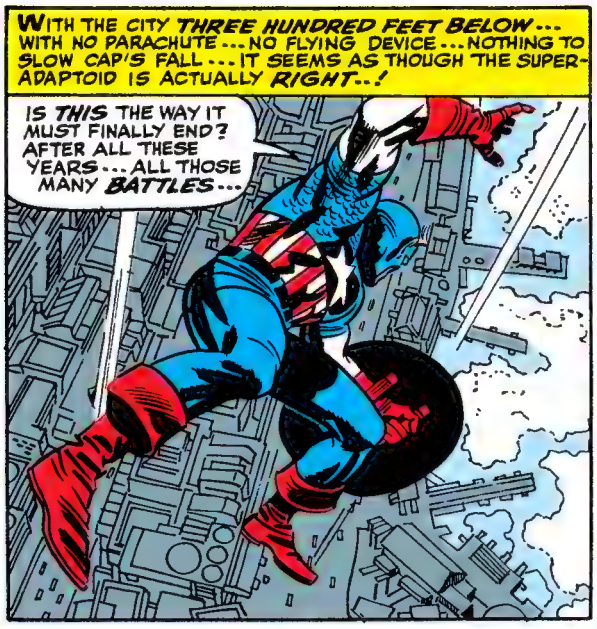

BUT, THE HUGE ADAPTOID, REACHING WILDLY, IN DESPERATION, MANAGES TO CATCH ONTO THE NEAREST BRIDGE TOWER WITH A GIANT-SIZED HAND, AS HE FALLS---
HAH! I SAVED MYSELF!
BUT YOU, CAPTAIN AMERICA, SHALL NOT BE SO LUCKY!
IT'S NOW OR NEVER! I'VE GOT TO GET AWAY BEFORE HE CAN GRAB ME AGAIN!


IT'S NO USE! HE'S TOO FAST... TOO DETERMINED!
BUT, IF I CAN MAKE IT TO THE TOP OF THE BRIDGE, AT LEAST I'LL BE FIGHTING ON SOLID FOOTING AGAIN!
HE'S STARTING TO SHAKE THE GIRDERS..!
SURELY YOU DON'T THINK THAT YOU CAN ESCAPE A SUPER ADAPTOID!

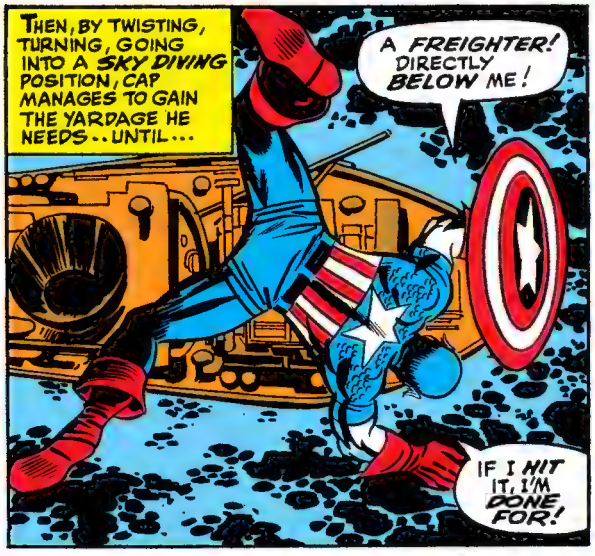

I ALMOST FORGOT THAT HE POSSESSES THE STRENGTH OF GOLIATH!
KRRAK!

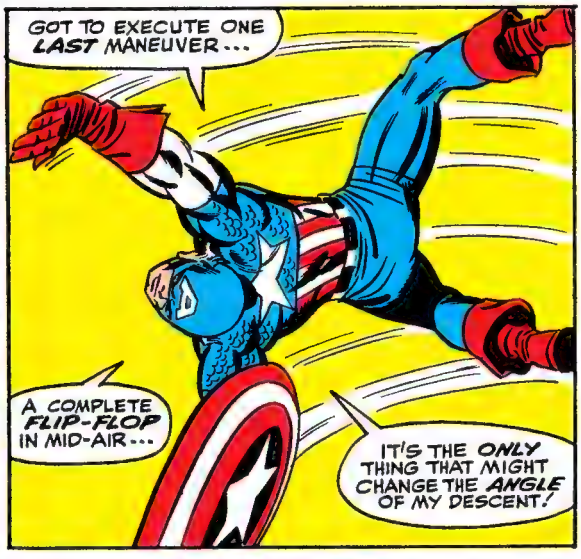

FAREWELL, CAPTAIN AMERICA!
I'LL SPILL YOU FROM YOUR HAND-HOLD LIKE A DOG WOULD SHAKE A FLEA!
AND, IF YOU STILL PERSIST IN CLINGING FOR LIFE---

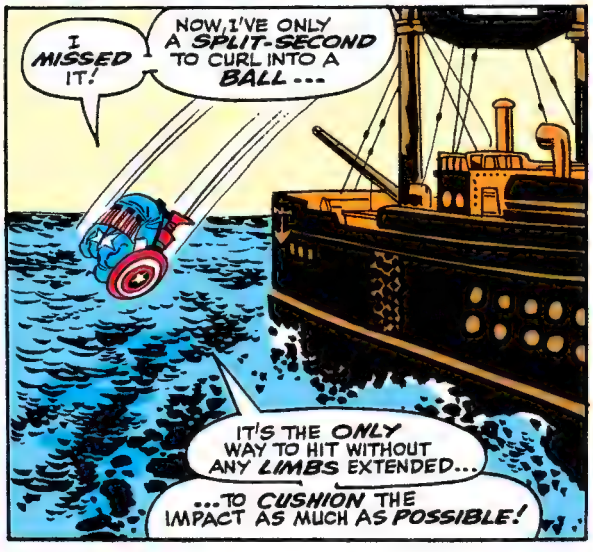
THEN I WON'T BOTHER SHAKING YOU LOOSE!
I'LL MERELY SEE TO IT THAT YOU AND THE GIRDERS ARE SHATTERED BELOW ME!
CAN'T LET HIM DO IT! WE'RE STILL TOO HIGH!
UNNHHH
MY FOOT! IF I CAN JUST KEEP FROM BEING DISLODGED...NO MATTER WHAT!
THAT WILL DO YOU NO GOOD!
HE'S RIGHT! PRESSURE'S TOO GREAT.. CAN'T HOLD ON--!
I'VE GOT TO LET GO!
THWOOOSH!
I HAVE WON!
CAPTAIN AMERICA IS FINISHED! I HAVE DESTROYED THE RED-WHITE-AND-BLUE AVENGER!
8.

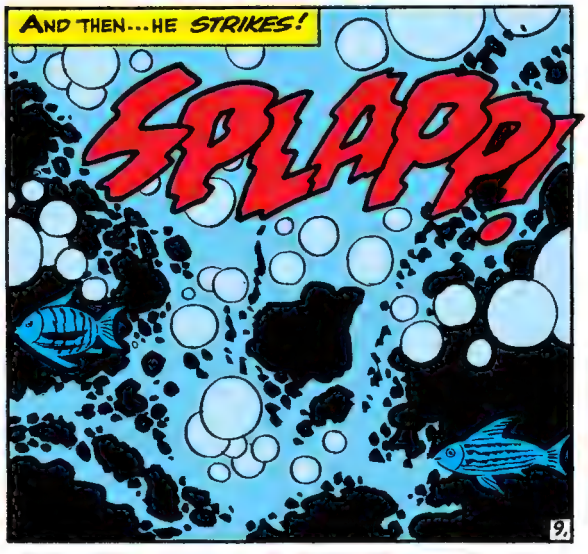

WITH THE CITY THREE HUNDRED FEET BELOW... WITH NO PARACHUTE...NO FLYING DEVICE...NOTHING TO SLOW CAP'S FALL...IT SEEMS AS THOUGH THE SUPER-ADAPTOID IS ACTUALLY RIGHT..!
IS THIS THE WAY IT MUST FINALLY END? AFTER ALL THESE YEARS...ALL THOSE MANY BATTLES...

BUT, WHERE AN AVERAGE MAN MIGHT PANIC, CAPTAIN AMERICA THINKS FASTER, COOLER, CLEARER THAN EVER...
IF I FALL TO THE GROUND, I HAVEN'T A CHANCE!
BUT, JUST A FEW HUNDRED YARDS FURTHER..THE DOCKS..AND BEYOND THEM..THE WATER!


THEN, BY TWISTING, TURNING, GOING INTO A SKY DIVING POSITION, CAP MANAGES TO GAIN THE YARDAGE HE NEEDS..UNTIL...
A FREIGHTER! DIRECTLY BELOW ME!
IF I HIT IT, I'M DONE FOR!

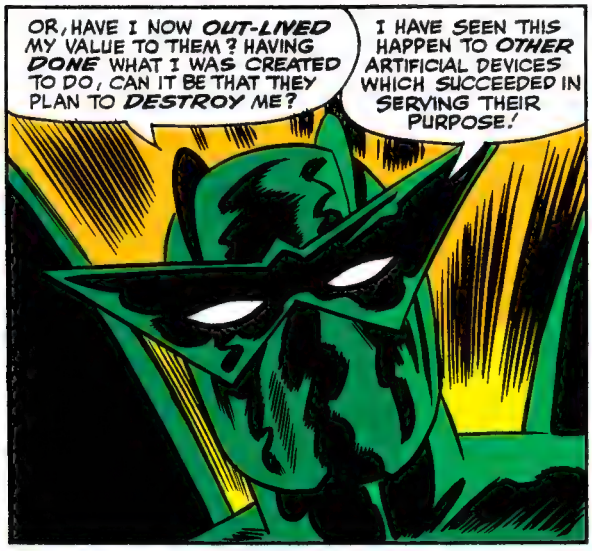

GOT TO EXECUTE ONE LAST MANEUVER...
A COMPLETE FLIP-FLOP IN MID-AIR...
IT'S THE ONLY THING THAT MIGHT CHANGE THE ANGLE OF MY DESCENT!


I MISSED IT!
NOW, I'VE ONLY A SPLIT-SECOND TO CURL INTO A BALL...
IT'S THE ONLY WAY TO HIT WITHOUT ANY LIMBS EXTENDED...
...TO CUSHION THE IMPACT AS MUCH AS POSSIBLE!

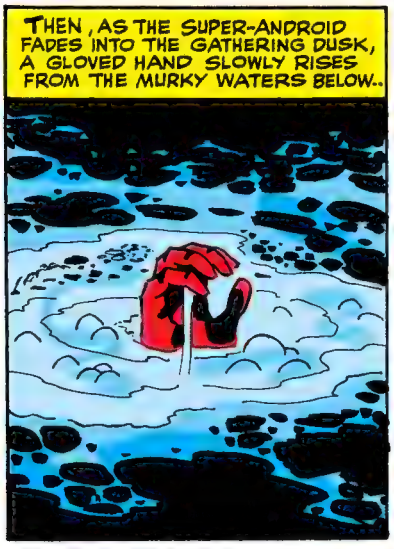

AND THEN...HE STRIKES!
SPLAPP!

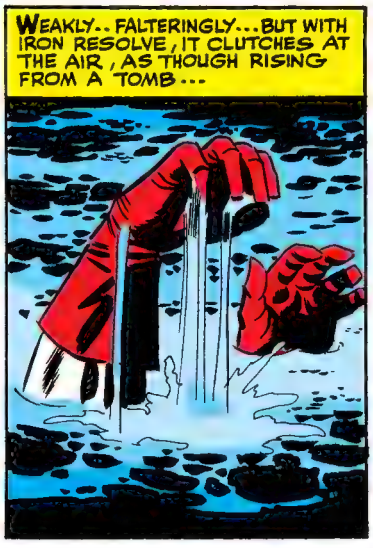
MY MISSION HAS SUCCEEDED! I HAVE DONE WHAT I WAS PROGRAMMED TO DO!
AND, NOW, WITH CAPTAIN AMERICA DEAD, I MUST TURN TO OTHER MATTERS!

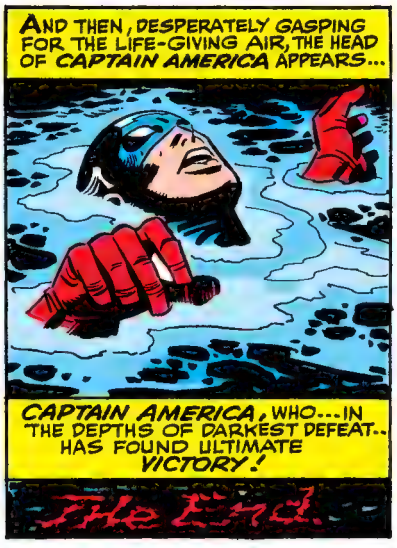
BUT, MY BUILT-IN SENSING CIRCUITS SHOULD BE RECEIVING NEW IMPULSES FROM MY CREATORS AT A.I.M.
WHY ARE THEY NOW SILENT? DOES THIS MEAN I AM FREE TO FORMULATE MY OWN PLANS... TO MAKE MY OWN DECISIONS?


OR, HAVE I NOW OUT-LIVED MY VALUE TO THEM? HAVING DONE WHAT I WAS CREATED TO DO, CAN IT BE THAT THEY PLAN TO DESTROY ME?
I HAVE SEEN THIS HAPPEN TO OTHER ARTIFICIAL DEVICES WHICH SUCCEEDED IN SERVING THEIR PURPOSE!

BUT, IT MUST NOT HAPPEN TO ME!
NOW THAT I HAVE SAMPLED THE SWEET SCENT OF POWER... TASTED THE DELICIOUS DRAUGHT OF LIFE... I CANNOT GIVE IT UP!
I MUST SEEK A PLACE OF REFUGE.. SOME HIDDEN HAVEN WHERE NONE SHALL EVER FIND ME!


THEN, AS THE SUPER-ANDROID FADES INTO THE GATHERING DUSK, A GLOVED HAND SLOWLY RISES FROM THE MURKY WATERS BELOW..


WEAKLY.. FALTERINGLY... BUT WITH IRON RESOLVE, IT CLUTCHES AT THE AIR, AS THOUGH RISING FROM A TOMB...


AND THEN, DESPERATELY GASPING FOR THE LIFE-GIVING AIR, THE HEAD OF CAPTAIN AMERICA APPEARS...
CAPTAIN AMERICA, WHO... IN THE DEPTHS OF DARKEST DEFEAT.. HAS FOUND ULTIMATE VICTORY!
The End.

TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
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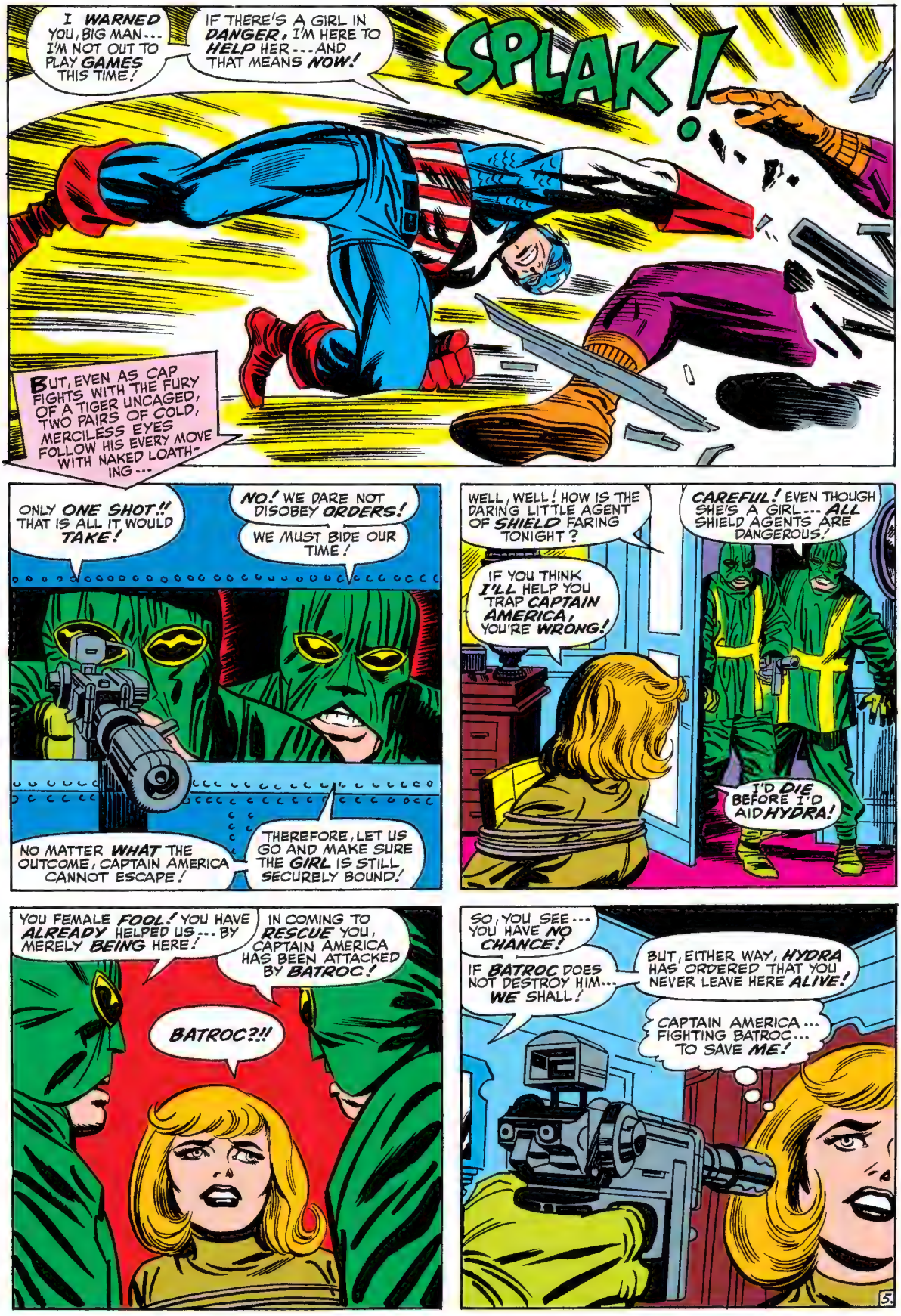
"INTO THE JAWS OF DEATH!"

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II
"THE BLITZKRIEG OF BATROC!"
THIS MUST BE THE PLACE...!
CAP HAS JUST RECEIVED A CRYPTIC MESSAGE, TELLING HIM THAT THE FEMALE AGENT OF SHIELD, WHOSE LIFE HE SAVED IN ISH #76, IS IN MORTAL DANGER HERE AT A LONELY CONVALESCENT HOSPITAL! AND NOW---IT'S ACTION TIME---
EVERY INSTINCT I POSSESS TELLS ME IT'S A TRAP... AND YET, I MUST RISK IT! IF THAT BRAVE, LOVELY CREATURE IS A CAPTIVE HERE, NOTHING WILL KEEP ME FROM HER!
A STAN LEE JACK KIRBY PREMIUM PRESENTATION
INIMITABLE INKING BY: FRANK GIACOIA
LABORIOUS LETTERING BY: SAM ROSEN
TESTED AND APPROVED BY THE MERRY MARVEL BUREAU OF WEIGHTS AND STANDARDS!

NO! YOU'RE NOT READING THE WRONG MAG BY ACCIDENT! THESE TWO MASKED MISCHIEF-MAKERS ARE INDEED MEMBERS OF HYDRA, THE INTERNATIONAL EMISSARIES OF EVIL WHOM COL. NICK FURY AND HIS AGENTS OF SHIELD BATTLE SO VALIANTLY IN STRANGE TALES! BUT, WHY LISTEN TO US WHEN YOU CAN JUST AS EASILY EAVESDROP UPON THEM...?
I SAY WE SHOOT HIM NOW! HE IS TOO DANGEROUS TO TAKE CHANCES WITH!
NO...WE CANNOT! WE HAVE GIVEN BATROC OUR WORD!
HE DELIVERED THE GIRL TO US ON CONDITION THAT HE BE ALLOWED TO BATTLE CAPTAIN AMERICA ALONE!
THIK!
THE RED-WHITE-AND-BLUE AVENGER HAD BEATEN HIM IN THE PAST, AND BATROC CRAVES HIS REVENGE!
NOW! HE IS IN POSITION!
A TRAP-DOOR... OPENING BENEATH ME!
I'M DROPPING TO THE FLOOR BELOW!
BUT, IT'LL TAKE MORE THAN ONE SUCH FALL TO PUT ME OUT OF ACTION!
I'VE GOT TO LAND LIGHTLY ... AND BE READY FOR ANYTHING!
AHH! I 'AVE BEEN WAITING FOR YOU, MON AMI!
BATROC!
LUCKY I DECIDED TO CROUCH... OR THAT ONE FLYING KICK MIGHT HAVE FINISHED ME!
TH'UP!
SO YOU'RE BEHIND THIS, YOU MUSTACHED MADMAN!
DO NOT FEAR, MON VIEUX... SHE EES SAFE AND SOUND ...THOUGH NOT FOR LONG!
BEFORE I MAKE YOU WISH YOU'D NEVER HEARD OF CAPTAIN AMERICA, WHERE IS THE GIRL?
BUT, EET EES YOU WHO MUST BE FIRST TO FALL -- BY ZEE HAND OF BATROC!
YOU BULL-HEADED CLOWN...I BEAT YOU BEFORE... AND I'LL DO IT AGAIN... BUT THIS TIME IT'LL BE FOR KEEPS!
ZITTT!
2.

HAH! I THOUGHT MY SPINNING SHIELD WOULD FORCE YOU TO LEAP UPWARD.. WHERE I CAN MEET YOU ON MY OWN TERMS!
VERY CLEVAIR, MON CAPITAIN! BUT NOT CLEVAIR ENOUGH!
YOU MUST NEVAIR FORGET ZEE SUPER-HUMAN SKILL OF BATROC!
ZZZZZZ
FWOPP!
SEE HOW MAGNIFICENTLY I CLAP MY PALMS AGAINST YOUR HEAD? IS IT NOT TRES FORMIDABLE!
AH, MON PAUVRE PETIT! YOUR BRAIN TINGLES WITH ZEE SHOCK WAVES, N'EST-CE PAS?
BUT, HAVE NOT ZEE FEAR! BATROC SHALL PUT AN END TO YOUR MISERY!
3.

ONE LAST MIGHTY BLOW, AND BATROC WEEL 'AVE HIS VICTORY!
SO, FAREWELL, CAPTAIN AMERICA! EVEN ZEE GREATEST OF US MUST ONE DAY CRUMBLE!
BATROC... ANYONE EVER TELL YOU THAT YOU TALK TOO MUCH?
THAK!
YOU'RE GREAT AT DELIVERING EULOGIES...
BUT, THEY DON'T PAY OFF AT THE BOX OFFICE, BROTHER!
THWISSST!
YOU ARE VERY CLEVAIR WITH ZEE FEET, MON CAPITAIN!
BUT, I MUST ASK YOU TO REMEMBER... NONE IS ZEE EQUAL OF BATROC!
OKAY... IF MY FOOTWORK DOESN'T IMPRESS YOU...
HOW'S THIS FOR SOME FANCY STUFF WEETH ZEE HANDS?
SACRE BLEU!! YOU DARE MOCK ME?!! I SHALL... UNNHH!!
SOK!
4


I WARNED YOU, BIG MAN... I'M NOT OUT TO PLAY GAMES THIS TIME!
IF THERE'S A GIRL IN DANGER, I'M HERE TO HELP HER---AND THAT MEANS NOW!
SPLAK!
BUT, EVEN AS CAP FIGHTS WITH THE FURY OF A TIGER UNCAGED, TWO PAIRS OF COLD, MERCILESS EYES FOLLOW HIS EVERY MOVE WITH NAKED LOATHING---
ONLY ONE SHOT!! THAT IS ALL IT WOULD TAKE!
NO! WE DARE NOT DISOBEY ORDERS!
WE MUST BIDE OUR TIME!
NO MATTER WHAT THE OUTCOME, CAPTAIN AMERICA CANNOT ESCAPE!
THEREFORE, LET US GO AND MAKE SURE THE GIRL IS STILL SECURELY BOUND!
WELL, WELL! HOW IS THE DARING LITTLE AGENT OF SHIELD FARING TONIGHT?
CAREFUL! EVEN THOUGH SHE'S A GIRL--- ALL SHIELD AGENTS ARE DANGEROUS!
IF YOU THINK I'LL HELP YOU TRAP CAPTAIN AMERICA, YOU'RE WRONG!
I'D DIE BEFORE I'D AID HYDRA!
YOU FEMALE FOOL! YOU HAVE ALREADY HELPED US--- BY MERELY BEING HERE!
IN COMING TO RESCUE YOU, CAPTAIN AMERICA HAS BEEN ATTACKED BY BATROC!
BATROC?!!
SO, YOU SEE--- YOU HAVE NO CHANCE!
IF BATROC DOES NOT DESTROY HIM--- WE SHALL!
BUT, EITHER WAY, HYDRA HAS ORDERED THAT YOU NEVER LEAVE HERE ALIVE!
CAPTAIN AMERICA--- FIGHTING BATROC--- TO SAVE ME!

AND, SPEAKING OF OUR TWO CAVORTING COMBATANTS ---
NOW--- FOR THE LAST TIME-- WHERE IS THE GIRL?
INDEED, EET SHALL BE FOR ZEE LAST TIME, MON AMI---!
FOR NONE MAY STRIKE BATROC IN SUCH A MANNER--- WIZOUT PAYING ZEE PRICE!
WHO GAVE YOU YOUR ENGLISH LESSONS? DOCTOR DOOM?
ALTHOUGH, FROM WHAT I REMEMBER ABOUT HIM---EVEN HE DOESN'T SOUND AS CORNY AS YOU!
HE THINKS I DON'T KNOW HE'S ABOUT TO LEAP..!
HAH! NOW EET EES BATROC'S TURN!!
BYONG!
NOM DU CHIEN!! YOU WERE PREPARED FOR MY CHARGE!!
BUT, EVEN SO, I HAVE ENOUGH POWAIR TO KNOCK YOU OFF YOUR FEET! AND NOW--!
YOU SHALL STAY THERE!
BTANNG!
DON'T COUNT ON IT, BATROC!
IT TAKES A LOT TO RENDER CAPTAIN AMERICA HELPLESS!
ALL I NEED DO IS APPLY PRESSURE AT JUST THE RIGHT SPOT---BEFORE HE CAN STRIKE AGAIN---!
6.

NOW!
NAME OF A NAME!! WHAT DOES EET TAKE TO DEFEAT YOU??!
MORE THAN YOU'VE GOT, MISTER!

BUT, BEFORE CAP CAN FOLLOW UP THE ADVANTAGE WITH A KNOCKOUT PUNCH, BATROC'S UNCANNY LEGS GO INTO ACTION AGAIN--!
UPFF!
UP TILL NOW, I 'AVE BEEN BUT TOYING WIZ YOU---

BUT NOW... BATROC STRIKES OUT FOR ZEE KILL--!!

ALL RIGHT, MISTER!! YOU SAID IT---NOT ME!
IN YOUR WARPED, TWISTED MIND, YOU THINK OF COMBAT AS A GAME.. SOME SORT OF NOBLE SPORT!
WELL, IT'S NOT!! IT'S A GRIM, DIRTY BUSINESS---BUT, IT'S A BUSINESS THAT NO ONE KNOWS BETTER THAN I DO!
7.

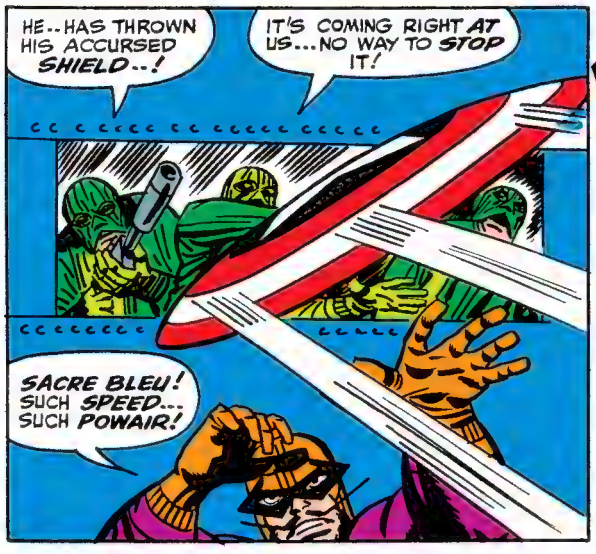
THE WISE MAN KNOWETH WHEN TO SPEAK, AND WHEN TO SHUTETH UP! SLY STAN KNOWS THAT NO WORDS OF HIS CAN DO JUSTICE TO JOLLY JACK'S GREAT ACTION SCENES --- AND SO ---
SEE WHAT WE MEAN, FRANTIC ONE?
8.

HAD ENOUGH, BATROC?
IT EES BEYOND BELIEF! YOU 'AVE FOUGHT ZEE MOST SKILLED BATTLER OF ALL TO ZEE STANDSTILL!
NEVAIR HAS SUCH A THING 'APPENED BEFORE!
LOOK OUT! BEHIND YOU---!

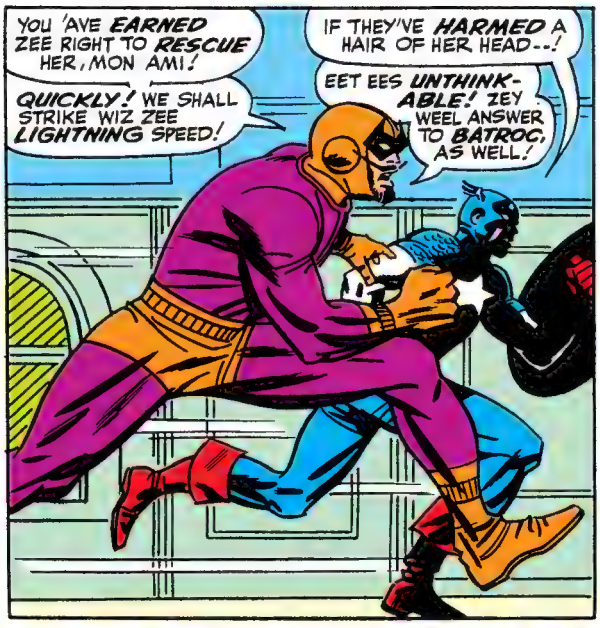
ZEE MEN FROM HYDRA--- SHOOTING AT YOU!
BUT, ZEY PROMISED ME---ZEY WOULD NOT INTERFERE!
PAKA-THANNG!
NOM DU CHIEN! BATROC FEELS ZEE TERRIBLE ANGER!

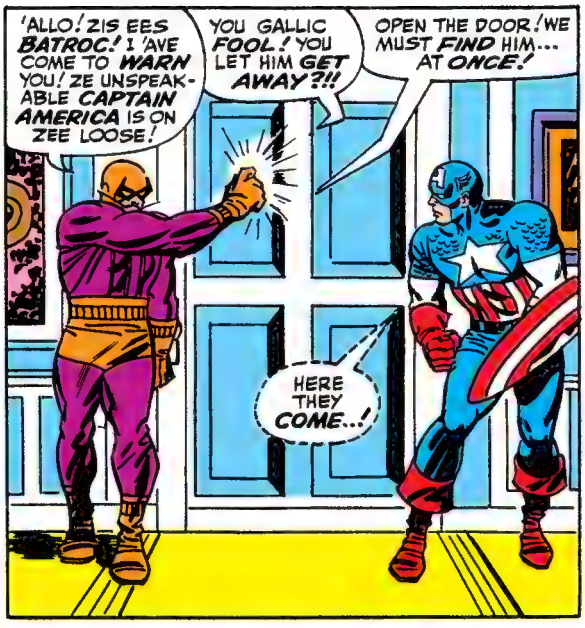
WATCH IT! HE'S GONNA LEAP AT-- UNNHH!
WOK!
MEN WIZOUT HONAIR DESERVE NO MERCY!

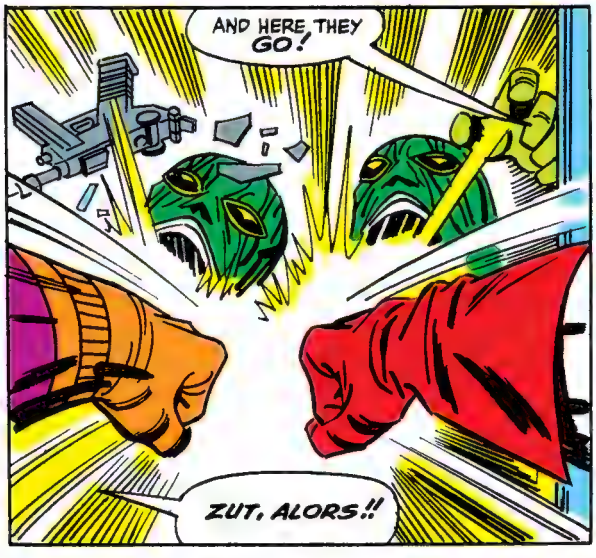
YOU ARE TOO POWERFUL...TOO UNCONTROLLABLE.. THEREFORE, YOU ARE A THREAT TO HYDRA!
WE SHALL DISPOSE OF CAPTAIN AMERICA IN OUR OWN WAY---NOW!..AND OF YOU, TOO!
HAIL HYDRA!
BATROC-- DUCK!

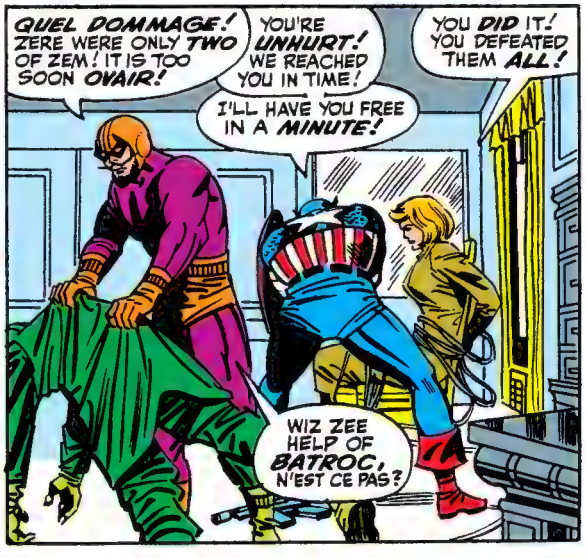

HE--HAS THROWN HIS ACCURSED SHIELD--!
IT'S COMING RIGHT AT US...NO WAY TO STOP IT!
SACRE BLEU! SUCH SPEED... SUCH POWAIR!

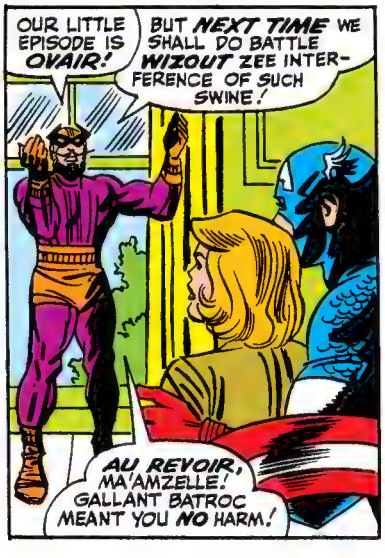
FTLANNGG!
ZEY WEEL NOT THREATEN ANYONE AGAIN ZIS DAY!
NOW TALK, MISTER! WHERE'S THE GIRL...BEFORE THE OTHERS REACH HER!

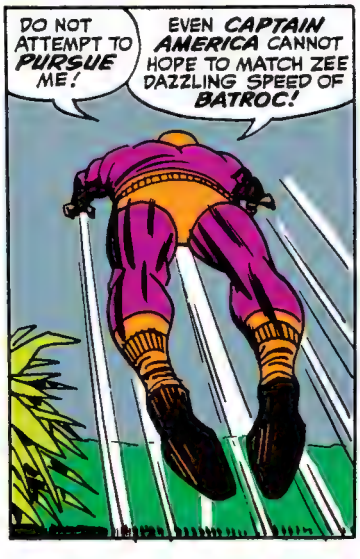

YOU 'AVE EARNED ZEE RIGHT TO RESCUE HER, MON AMI!
QUICKLY! WE SHALL STRIKE WIZ ZEE LIGHTNING SPEED!
IF THEY'VE HARMED A HAIR OF HER HEAD--!
EET EES UNTHINKABLE! ZEY WEEL ANSWER TO BATROC, AS WELL!


'ALLO! ZIS EES BATROC! I 'AVE COME TO WARN YOU! ZE UNSPEAKABLE CAPTAIN AMERICA IS ON ZEE LOOSE!
YOU GALLIC FOOL! YOU LET HIM GET AWAY?!!
OPEN THE DOOR! WE MUST FIND HIM... AT ONCE!
HERE THEY COME..!




QUEL DOMMAGE! ZERE WERE ONLY TWO OF ZEM! IT IS TOO SOON OVAIR!
YOU'RE UNHURT! WE REACHED YOU IN TIME!
I'LL HAVE YOU FREE IN A MINUTE!
YOU DID IT! YOU DEFEATED THEM ALL!
WIZ ZEE HELP OF BATROC, N'EST CE PAS?


OUR LITTLE EPISODE IS OVAIR!
BUT NEXT TIME WE SHALL DO BATTLE WIZOUT ZEE INTERFERENCE OF SUCH SWINE!
AU REVOIR, MA'AMZELLE! GALLANT BATROC MEANT YOU NO HARM!



NEXT ISSUE: THE SECRET!

TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
86 FEB
QUITE POSSIBLY THE VERY GREATEST ACTION ISSUE OF THE YEAR!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II

"THE SECRET!"

I'VE FOUND IT-- AT LAST!
OUR SCENE: THE YASHONKA ARMS RESEARCH CENTER, SOMEWHERE IN THE ORIENT!
OUR STAR: A SILENT, STALWART AVENGER, NAMED CAPTAIN AMERICA!
OUR PLEDGE: HIGH-POWERED ACTION AND THRILLS!
THE WORK GOES WELL, DOES IT NOT?
INDEED! WITH OUR MATCHLESS NEW WEAPONS, WE SHALL SOON BE MANY TIMES STRONGER THAN THE DECADENT DEMOCRACIES!

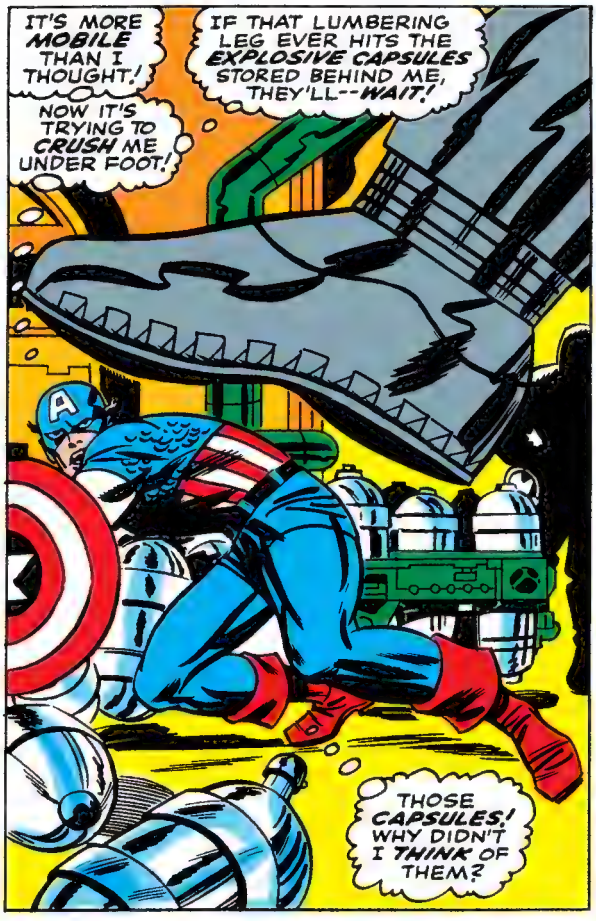
PRODUCED WITH PANDEMONIUM BY:
STAN LEE and JACK KIRBY

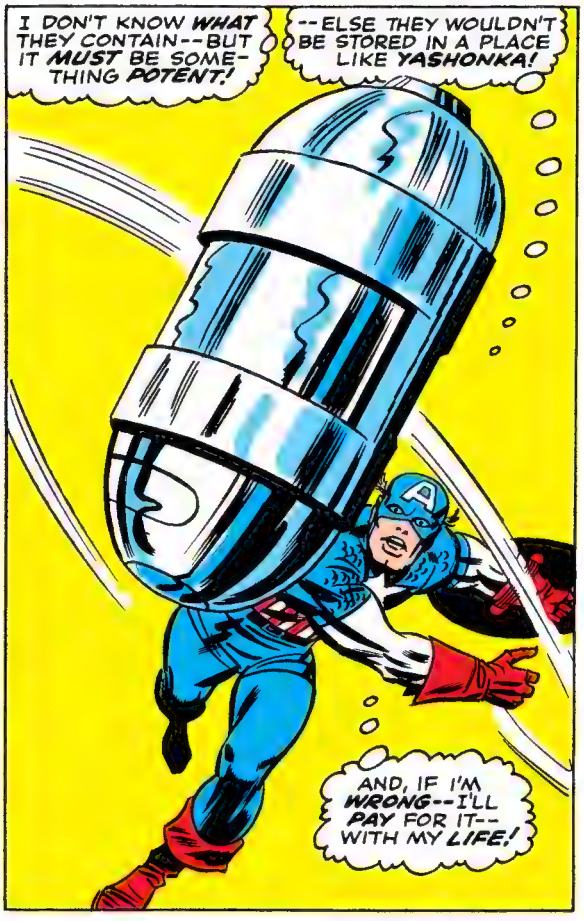
INKING BY:
FRANK GIACOIA

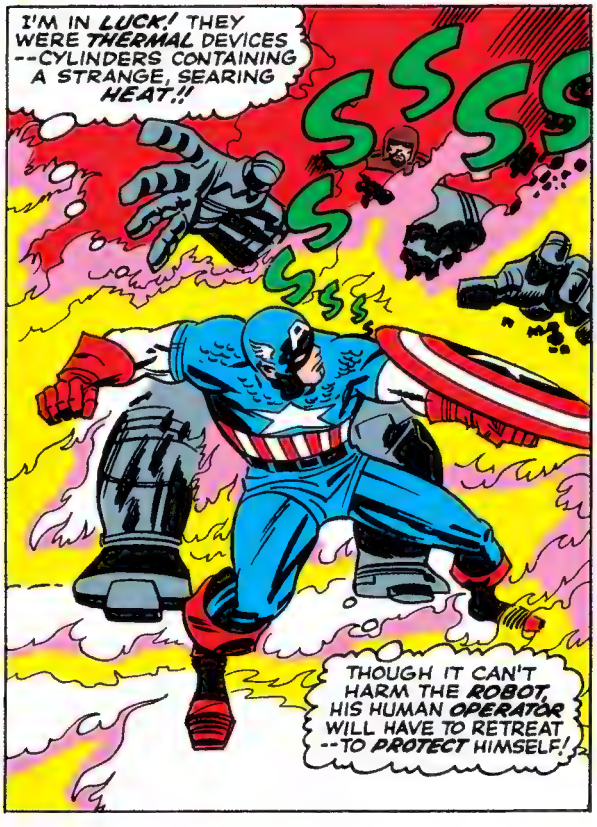
LETTERING BY:
ARTIE SIMEK

WAIT! THE ALARM BUTTON FLASHES! THERE IS AN INTRUDER--HERE IN THE HEART OF YASHONKA!
LET'S NOT PANIC, GENTLEMEN! THIS IS ONLY A SOCIAL CALL!
THERE--BEHIND US! IT IS THE ACCURSED CAPTAIN AMERICA HIMSELF!
FIRE, YOU FOOL! BEFORE HE CAN ATTACK!
I'M IN LUCK!
I HOPED THE SIGHT OF ME WOULD UNNERVE HIM ENOUGH TO SLOW DOWN HIS REFLEXES!
NOW--JUST SO MINE REMAIN AS FAST AS EVER--!
BEEYOK!
SO FAR, SO GOOD! BUT, THIS IS ONLY PHASE ONE!
PTOW!
I DIDN'T BREAK INTO THE MOST CLOSELY-GUARDED INSTALLATION BEHIND THE IRON CURTAIN JUST FOR SOME SPARRING PRACTICE!
I'VE GOT TO FIND --AGENT 60!
BUT, THIS WON'T BE THE EASIEST MISSION I EVER TACKLED!
THE SECURITY HERE IS AS AIR-TIGHT AS THEY CAN MAKE IT!
THUMP!
THAT SOUND--BEHIND ME! LIKE SOME GIGANTIC FOOTSTEP!!
2

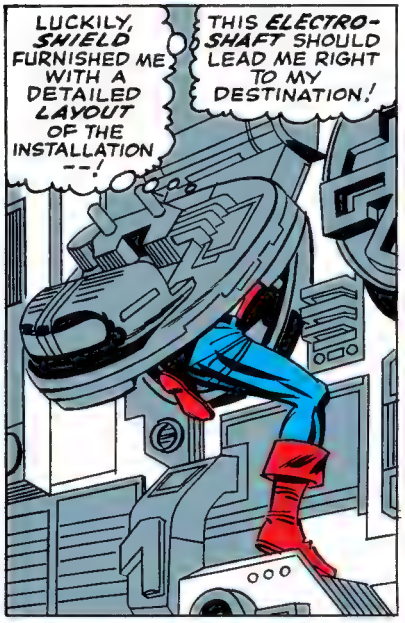
THEY'VE FOUND ME! BUT--
WHAT AM I UP AGAINST NOW??
WHOOM
BLANNG!
SOME SORT OF MONSTROUS ROBOT WHICH--
-UNNHHH!-
THAT'S IT! KEEP SMASHING AT HIM! HE MUST BE DESTROYED!
NEWS OF THE MANY DESTRUCTIVE WEAPONS WE HAVE CREATED HERE MUST NEVER LEAK OUT TO UNSUSPECTING DEMOCRACIES!
HE KNOWS HOW TO GIVE WITH A BLOW! HE USES HIS SHIELD LIKE A MASTER!
MUST STAY OUT OF RANGE OF THOSE GIANT ARMS-- SOMEHOW!!
3

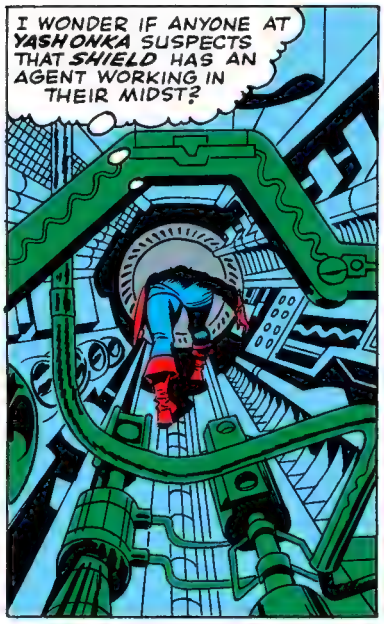

IT'S MORE MOBILE THAN I THOUGHT!
IF THAT LUMBERING LEG EVER HITS THE EXPLOSIVE CAPSULES STORED BEHIND ME, THEY'LL--WAIT!
NOW IT'S TRYING TO CRUSH ME UNDER FOOT!
THOSE CAPSULES! WHY DIDN'T I THINK OF THEM?


I DON'T KNOW WHAT THEY CONTAIN--BUT IT MUST BE SOMETHING POTENT!
--ELSE THEY WOULDN'T BE STORED IN A PLACE LIKE YASHONKA!
AND, IF I'M WRONG--I'LL PAY FOR IT--WITH MY LIFE!


I'M IN LUCK! THEY WERE THERMAL DEVICES --CYLINDERS CONTAINING A STRANGE, SEARING HEAT!!
SSSS
SSSS
THOUGH IT CAN'T HARM THE ROBOT, HIS HUMAN OPERATOR WILL HAVE TO RETREAT --TO PROTECT HIMSELF!

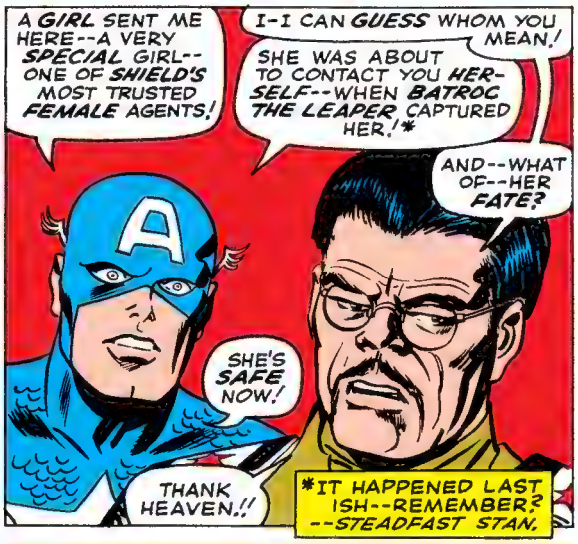
BUT, I CAN'T STAND AROUND TO GLOAT!
I'VE GOT TO REACH THE OFFICERS' SECTION, BUILDING 19, ROOM SEVEN!
--EVEN THOUGH EVERY GUARD IN THE AREA WILL BE AFTER ME NOW!
4

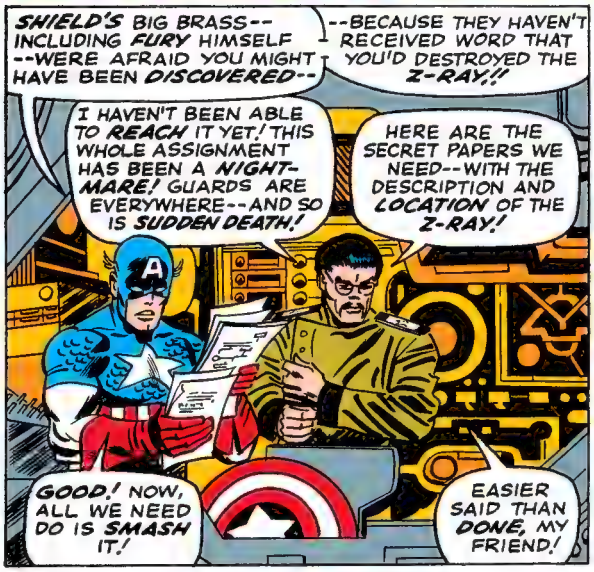

LUCKILY, SHIELD FURNISHED ME WITH A DETAILED LAYOUT OF THE INSTALLATION --!
THIS ELECTRO-SHAFT SHOULD LEAD ME RIGHT TO MY DESTINATION!

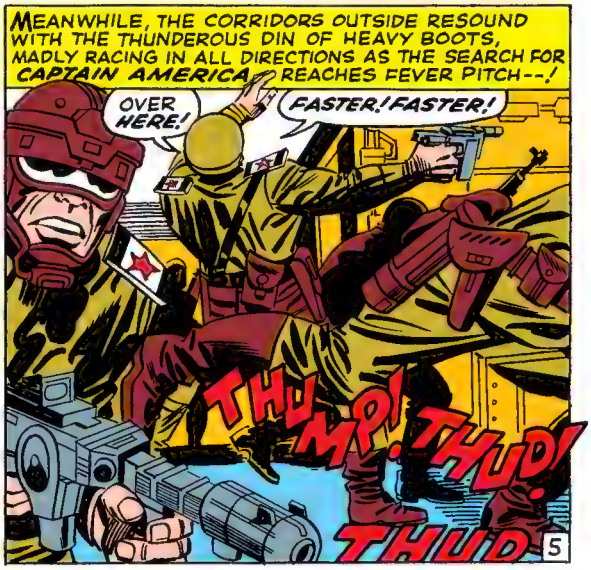

I WONDER IF ANYONE AT YASHONKA SUSPECTS THAT SHIELD HAS AN AGENT WORKING IN THEIR MIDST?

EASY WITH THAT GUN, COLONEL KURO CHIN!
DON'T MAKE ANY SUDDEN MOVES!
WHAT--?
WHO IS THERE ?!!

MERELY A MAN WHO ALSO KNOWS YOU UNDER YOUR OTHER TITLE-- SHIELD SPECIAL SERVICE AGENT #60!
CAPTAIN AMERICA! HOW--HOW DID YOU GET IN HERE--ALIVE??
WITH GREAT DIFFICULTY!
BUT, I'LL COME TO THE POINT-- FAST--!

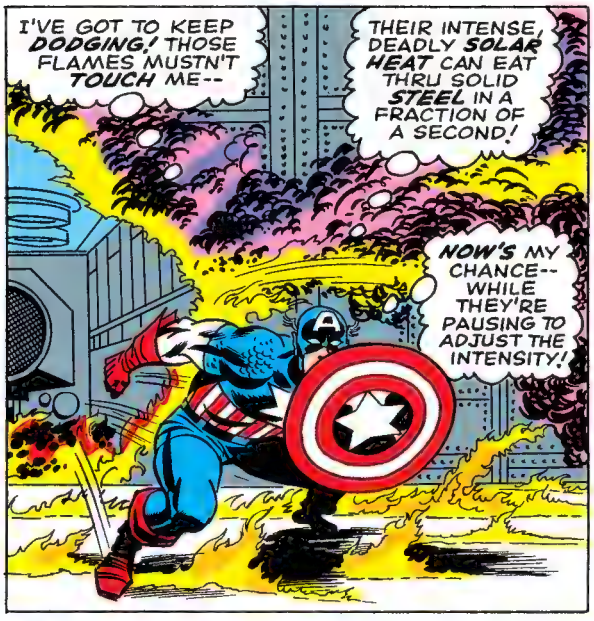

A GIRL SENT ME HERE--A VERY SPECIAL GIRL-- ONE OF SHIELD'S MOST TRUSTED FEMALE AGENTS!
I-I CAN GUESS WHOM YOU MEAN!
SHE WAS ABOUT TO CONTACT YOU HER-SELF--WHEN BATROC THE LEAPER CAPTURED HER!*
AND--WHAT OF--HER FATE?
SHE'S SAFE NOW!
THANK HEAVEN!!
*IT HAPPENED LAST ISH--REMEMBER? --STEADFAST STAN.

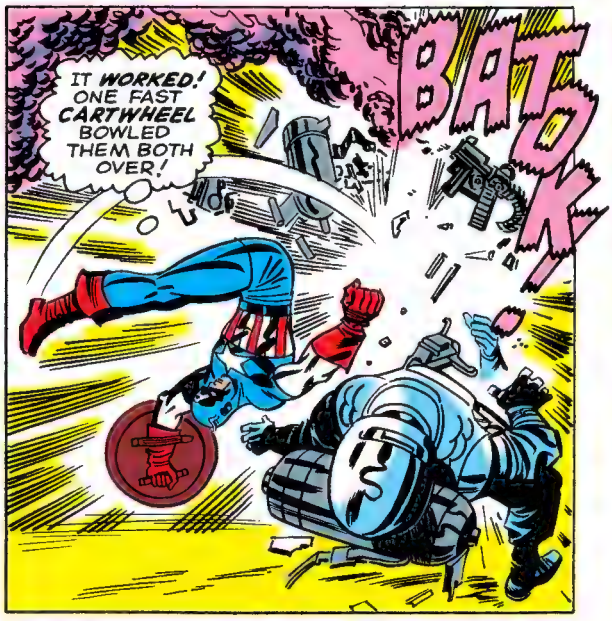

SHIELD'S BIG BRASS-- INCLUDING FURY HIMSELF --WERE AFRAID YOU MIGHT HAVE BEEN DISCOVERED--
--BECAUSE THEY HAVEN'T RECEIVED WORD THAT YOU'D DESTROYED THE Z-RAY!!
I HAVEN'T BEEN ABLE TO REACH IT YET! THIS WHOLE ASSIGNMENT HAS BEEN A NIGHT-MARE! GUARDS ARE EVERYWHERE--AND SO IS SUDDEN DEATH!
HERE ARE THE SECRET PAPERS WE NEED--WITH THE DESCRIPTION AND LOCATION OF THE Z-RAY!
GOOD! NOW, ALL WE NEED DO IS SMASH IT!
EASIER SAID THAN DONE, MY FRIEND!

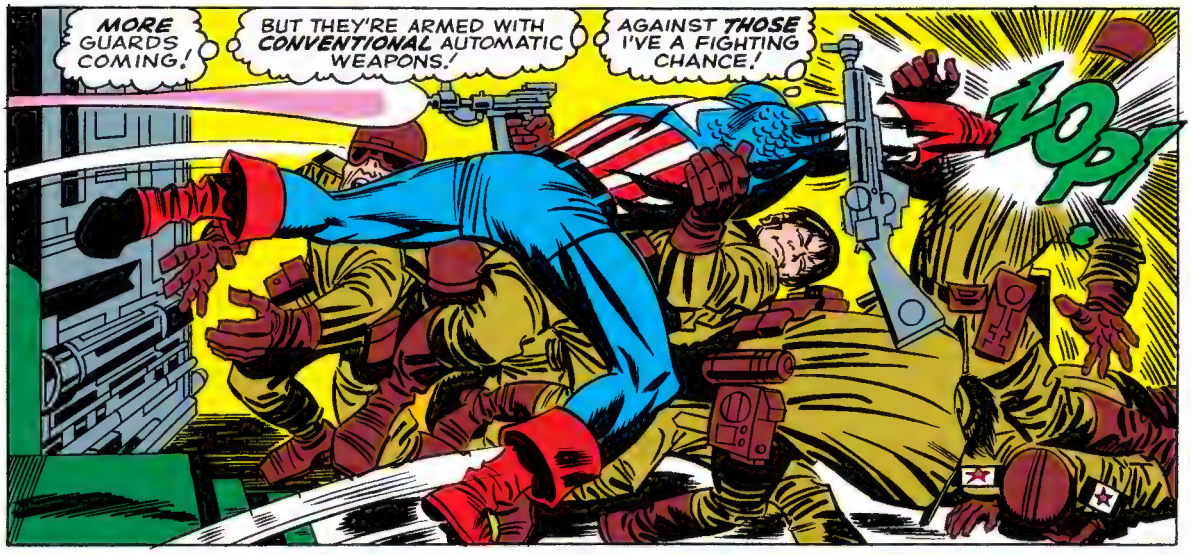

MEANWHILE, THE CORRIDORS OUTSIDE RESOUND WITH THE THUNDEROUS DIN OF HEAVY BOOTS, MADLY RACING IN ALL DIRECTIONS AS THE SEARCH FOR CAPTAIN AMERICA REACHES FEVER PITCH--!
OVER HERE!
FASTER! FASTER!
THUMP! THUD!
THUD

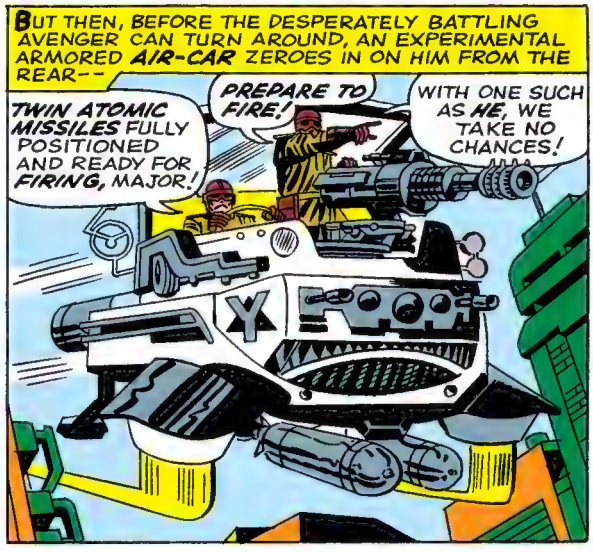
THEN, SECONDS LATER--
BY YOUR LEAVE, COLONEL! REQUEST PERMISSION TO SEARCH YOUR QUARTERS!
FOR WHAT REASON? BY WHOSE AUTHORITY?
THERE IS AN ENEMY AGENT AT LARGE! IT IS CAPTAIN AMERICA!
ARE YOU FOOL ENOUGH TO THINK I WOULD SHELTER HIM IN HERE?
WHILE YOU WASTE PRECIOUS MINUTES, KEEPING ME FROM MY WORK, THAT CAPTAIN AMERICA OF YOURS IS PROBABLY MAKING GOOD HIS ESCAPE!
I'VE A GOOD MIND TO ORDER YOU DEMOTED FOR SUCH INEXCUSABLE BEHAVIOR!!
A THOUSAND PARDONS, COLONEL! WE SHALL TAKE OUR LEAVE NOW!
THAT WAS BRILLIANT! NO ONE COULD HAVE HANDLED IT BETTER!
PERHAPS--BUT I DID NOT DECEIVE THEM!
BEEPER DOGS--?!?!
THEY WILL TRACK YOU DOWN WITH THEIR BEEPER DOGS NOW!
MECHANICAL BLOODHOUNDS! THEY NEVER FAIL!
YOU CAN'T LOSE YOUR NERVE NOW! WE'VE STILL GOT TO DESTROY THE Z-RAY!
IT--IT'S IMPOSSIBLE! EVERYTHING IS TOO WELL-GUARDED! GUARDS--WEAPONS--ALARMS--EVERYWHERE!
I'M NOT THE MAN I ONCE WAS! ALL THESE MONTHS--THE FEAR--THE AWFUL FEAR--OF BEING CAUGHT--!
I'VE SERVED SHIELD FOR YEARS--I'VE GIVEN UP EVERYTHING--BUT--HOW MUCH--HOW MUCH MORE CAN THEY ASK OF ME--??
HE'S STARTING TO CRACK! I'VE SEEN THE SIGNS--SO OFTEN BEFORE!
I'M AFRAID--DO YOU HEAR ME?? AFRAID! I'VE BEEN TOO CLOSE TO DEATH--FOR TOO LONG--!
I CAN'T BE OF ANY HELP TO YOU! LEAVE ME! SAVE YOURSELF! TELL THEM--AT SHIELD--THAT AGENT SIXTY IS THRU--FOREVER!
I'VE SEEN IT ON A DOZEN BATTLEFIELDS--COMBAT FATIGUE--A BODY THAT'S PASSED THE LIMIT OF HUMAN ENDURANCE! HE CAN'T HELP HIMSELF!
I'LL GO IT ALONE, THEN!
BUT, YOU WERE ONE OF THE GREATEST! DON'T EVER FORGET THAT!
6

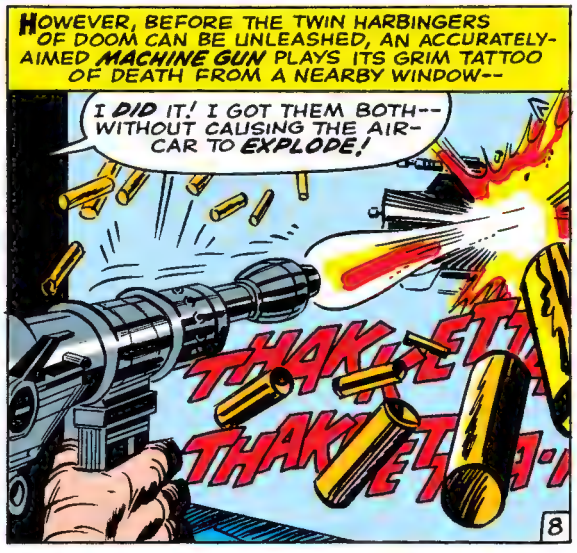
BUT, NO SOONER DOES THE STAR-SPANGLED AVENGER STEP INTO THE DEADLY CORRIDOR, WHEN--
THERE HE IS! THE BEEPER DOG HAS FOUND HIM! ATTACK! ATTACK!!
THE SWINE WILL NOT ESCAPE US NOW!
BYANNG!
THE BEEPER! THAT'S IT-- IN FRONT OF ME--!!
PERHAPS NO HUMAN CAN EVADE A MECHANICAL BLOODHOUND--
BUT, NOTHING MECHANICAL CAN SURVIVE A BLOW WHICH SHATTERS ITS DELICATE ELECTRONIC CIRCUITS!!
LIKE THIS!!
ZZKAK!
GET BACK! GET BACK!
THE BEEPER'S ELECTRICAL CHARGE IS SUDDEN DEATH IF IT TOUCHES YOU!
BUT-- CAPTAIN AMERICA WILL ESCAPE!
FOOL! WE CANNOT CATCH HIM IF WE ARE ELECTROCUTED FIRST!
THAT SHORT CIRCUIT GAVE ME THE TIME I NEEDED TO REGAIN MY SHIELD!
NOW I NEED JUST ONE OTHER THING--
LUCK!! MORE LUCK THAN ANY ONE HAS A RIGHT TO HOPE FOR!!
THOK
BUT, IT LOOKS AS THOUGH MY LUCK HAS ALREADY RUN OUT!!
THIS WILL STOP HIM-- FOREVER!
NO ONE CAN SURVIVE THE ATTACK OF A FLAMING SOLAR GUN!
SHOOM!
7


I'VE GOT TO KEEP DODGING! THOSE FLAMES MUSTN'T TOUCH ME--
THEIR INTENSE, DEADLY SOLAR HEAT CAN EAT THRU SOLID STEEL IN A FRACTION OF A SECOND!
NOW'S MY CHANCE-- WHILE THEY'RE PAUSING TO ADJUST THE INTENSITY!


IT WORKED! ONE FAST CARTWHEEL BOWLED THEM BOTH OVER!
BATOK

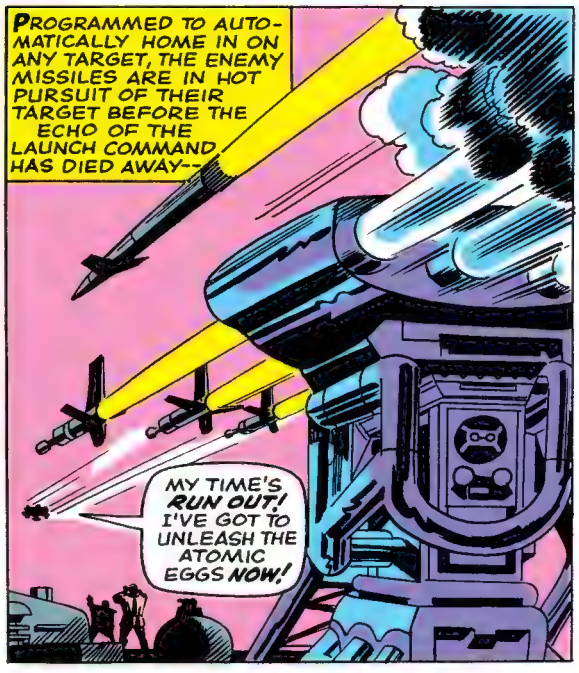

MORE GUARDS COMING!
BUT THEY'RE ARMED WITH CONVENTIONAL AUTOMATIC WEAPONS!
AGAINST THOSE I'VE A FIGHTING CHANCE!
KOP!

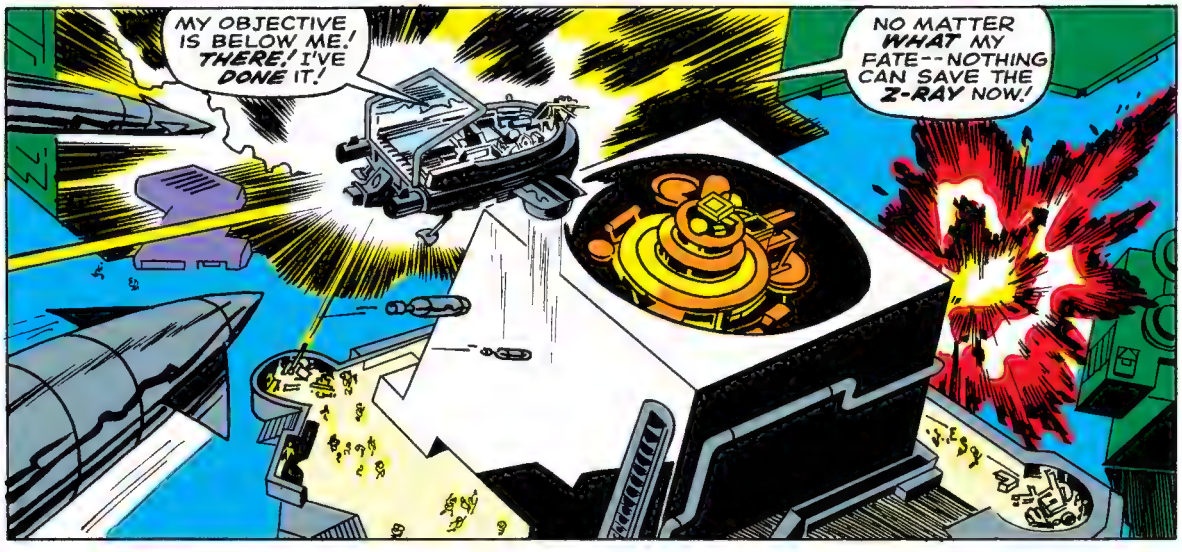

BUT THEN, BEFORE THE DESPERATELY BATTLING AVENGER CAN TURN AROUND, AN EXPERIMENTAL ARMORED AIR-CAR ZEROES IN ON HIM FROM THE REAR--
TWIN ATOMIC MISSILES FULLY POSITIONED AND READY FOR FIRING, MAJOR!
PREPARE TO FIRE!
WITH ONE SUCH AS HE, WE TAKE NO CHANCES!


HOWEVER, BEFORE THE TWIN HARBINGERS OF DOOM CAN BE UNLEASHED, AN ACCURATELY-AIMED MACHINE GUN PLAYS ITS GRIM TATTOO OF DEATH FROM A NEARBY WINDOW--
I DID IT! I GOT THEM BOTH-- WITHOUT CAUSING THE AIR-CAR TO EXPLODE!
THAK-ET
THAK-ET

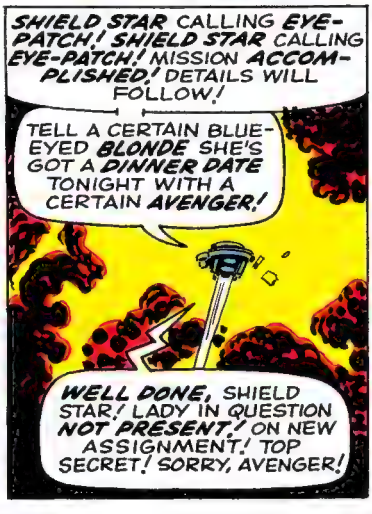
BUT, BEFORE COLLAPSING BESIDE HIS DRIVER, THE DEDICATED MAJOR--IN A LAST DESPERATE EFFORT--MANAGES TO FIRE ONE BURST TOWARDS THE FATEFUL WINDOW--STRIKING THE MARKSMAN WHO STILL STANDS THERE--
-UNHHH!-
COLONEL KURO CHIN!
DEATH--TO THE--TRAITOR--!
PKOW!
AT LAST--IT IS ENDED! ALL THE FEAR--THE UNCERTAINTY--THE TERROR-FILLED NIGHTMARES--OVER, AT LAST!
BUT, I SHALL NOT HAVE DIED IN VAIN! THE SECRET OF YASHONKA--THE CONTINENT-SHATTERING Z-RAY--IS A SECRET NO LONGER!
AT THE LAST MOMENT--WHEN IT COUNTED THE MOST--I FOUND--MY COURAGE--!
AND NOW--THE FATE OF THE WORLD--MAY REST--UPON THE SHOULDERS OF--CAPTAIN AMERICA--!
THEN, EVEN AS THE VALIANT AGENT SLUMPS SILENTLY TO THE FLOOR--
MY ONLY CHANCE! IF I CAN GET CONTROL OF THE AIR-CAR BEFORE I'M STOPPED--!
TOO MANY GUARDS BELOW! COULD NEVER HOLD THEM ALL OFF!
HE'S ESCAPING! GET HIM!
LUCKILY, THE CAR IS FULLY ARMORED! BY CROUCHING LOW, I CAN DODGE THEIR GUNFIRE TILL I REACH MY TARGET!
FIRE AT WILL! MISSILES! BRING UP THE MISSILES!
BKOP!
KRAK!
BTOW!
THEY'RE TOSSING EVERYTHING IN THE BOOK AT ME! BUT, I'M ALMOST THERE!
AGENT SIXTY GAVE UP HIS LIFE FOR ME--AND FOR THE MISSION!
I'VE GOT TO MAKE SURE HIS SACRIFICE HAS SOME MEANING!
AHEAD OF ME! THEY'VE EXPLODED A PHOSGENE GAS CAPSULE!
IT'S SPREADING A CLOUD OF POISON GAS THIS WAY!
I'VE GOT TO ATTAIN MAX SPEED!
IF I CAN GET THRU IT FAST ENOUGH IT MAY NOT AFFECT ME!

HE GOT THRU THE GAS! HE'S HEADING FOR TARGET Z!
CONDITION CRITICAL! LAUNCH ALL MISSILES!!
BY ORDER OF GENERAL LI CHOU-- LAUNCH ALL MISSILES!!
WE'VE GOT TO DO SOMETHING-- ANYTHING!
GIVE THE ORDER NOW, YOU DOLT! NOW!


PROGRAMMED TO AUTOMATICALLY HOME IN ON ANY TARGET, THE ENEMY MISSILES ARE IN HOT PURSUIT OF THEIR TARGET BEFORE THE ECHO OF THE LAUNCH COMMAND HAS DIED AWAY--
MY TIME'S RUN OUT! I'VE GOT TO UNLEASH THE ATOMIC EGGS NOW!


MY OBJECTIVE IS BELOW ME! THERE! I'VE DONE IT!
NO MATTER WHAT MY FATE--NOTHING CAN SAVE THE Z-RAY NOW!

BUT THEN, EVERYTHING SEEMS TO HAPPEN AT ONCE! STRIKING WITH PIN-POINT ACCURACY, THE TWIN MISSILES NOT ONLY DESTROY THE FATEFUL Z-RAY, BUT THE RESULTING EXPLOSION ATOMIZES THE PURSUING ROCKETS AS WELL!
THE Z-RAY IS FINISHED!
MANKIND CAN REST EASY ONCE MORE!
10

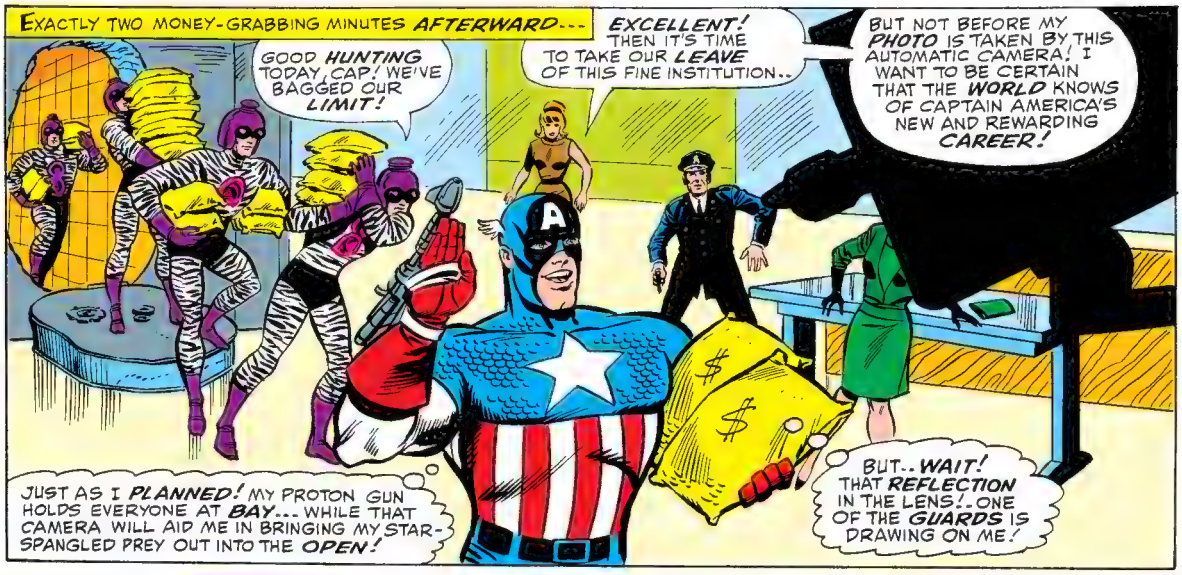

SHIELD STAR CALLING EYE-PATCH! SHIELD STAR CALLING EYE-PATCH! MISSION ACCOMPLISHED! DETAILS WILL FOLLOW!
TELL A CERTAIN BLUE-EYED BLONDE SHE'S GOT A DINNER DATE TONIGHT WITH A CERTAIN AVENGER!
WELL DONE, SHIELD STAR! LADY IN QUESTION NOT PRESENT! ON NEW ASSIGNMENT! TOP SECRET! SORRY, AVENGER!

AFTER ALL THIS TIME-- HAVE I FINALLY FOUND HER AT LAST--ONLY TO HAVE LOST HER AGAIN--FOREVER?
NEXT ISSUE:
To LIVE Again!

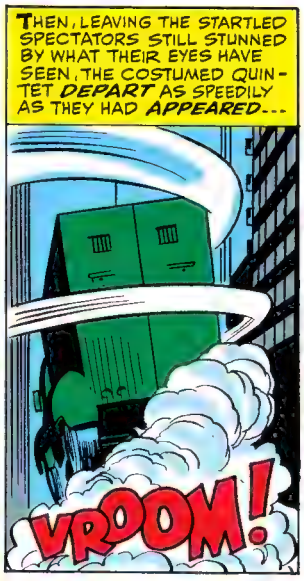
TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
87 MAR
"CRISIS AT THE EARTH'S CORE!"

"WANTED: CAPTAIN AMERICA!"
THE TIME IS 9 A.M.! FOR MILLIONS IN THE TEEMING CITY ABOVE, THE RUSH HOUR SIGNALS THE START OF A HECTIC NEW WORKDAY!
BUT, FOR A HANDFUL OF STRANGELY-GARBED MEN BENEATH THE CROWDED STREETS, IT HERALDS THE BEGINNING OF A PLOT.. AGAINST CAPTAIN AMERICA!
CAPTAIN AMERICA WANTS YOU...
...in the FIGHT AGAINST CRIME!
ZZZZZZZ
I GOTTA HAND IT TO YA, CHIEF! FINDIN' THIS UNUSED SUBWAY TUNNEL WAS A STROKE OF GENIUS!
OF COURSE! IS THAT NOT WHY I AM CALLED ---THE PEERLESS PLANNER?
YOUR PROTON BEAM WENT RIGHT THROUGH THOSE GIRDERS! THE REAL CAPTAIN AMERICA WON'T HAVE A SNOWBALL'S CHANCE!
THAT IS THE ESSENCE OF MY SCHEME, FOOL! I SHALL LURE HIM INTO LEAVING THE RELATIVE SAFETY OF AVENGERS HQ...
THEN, WE SHALL MEET ON MY BATTLE-GROUND---ON MY TERMS---AND I SHALL GAIN THE GREATEST DEFENSIVE WEAPON OF ALL---CAPTAIN AMERICA'S SHIELD!
EDITING: STAN LEE
SCRIPT: ROY THOMAS
DRAWN BY: JACK SPARLING
INKED BY: JOE SINNOTT
LETTERED BY: SAM ROSEN
SUBWAY SWEPT BY: HONEST IRV
AND, NOW THAT YOU'VE SEEN OUR SINGULAR SETTING--- MET OUR VITUPEROUS VILLAIN ---AND READ OUR CAPRICIOUS CREDITS---IT'S TIME TO SAY, LIGHTS, CAMERA, ACTION! (OR, HOW SHOW-BIZ CAN A BULLPEN GET?)

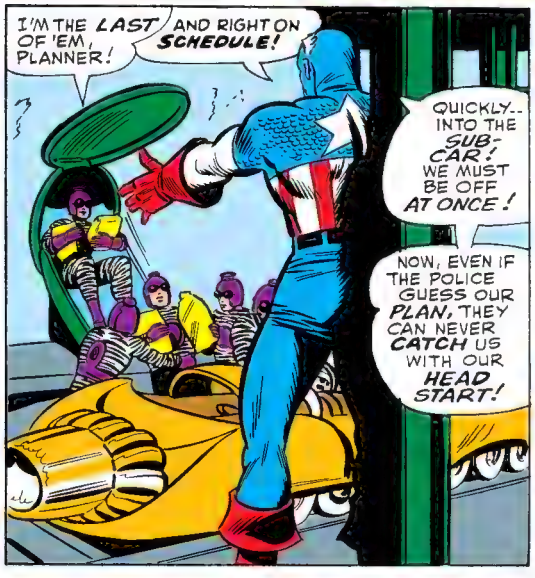
BUT, THIS IS THE MOMENT FOR DEEDS--- NOT WORDS!
ALL OF YOU---OUT OF THE SUB-CAR AND FOLLOW ME! THE FINEST, MOST FANTASTIC PROJECT OF THE PEERLESS PLANNER BEGINS--- NOW!
RIGHT, PLANNER! AND, THE WAY YOU'VE GOT IT FIGURED, THE CITY WILL NEVER KNOW WHAT HIT IT!
YOU HAD BETTER BE RIGHT!
THIS OPERATION IS TIMED LIKE THE MOST PERFECT CLOCKWORK! NOT ONE SECOND IS LEFT TO CHANCE!
COMMENCE WITH PHASE ONE!
CHECK! WE'RE WITH YOU, CHIEF!
THE TIME IS 9:01! I'LL BE AT THE RENDEZ-VOUS POINT IN FIVE MINUTES FLAT--- NO SWEAT!
FUNNY--THE PLANNER NEVER TOLD US JUST WHY HE WANTS CAPTAIN AMERICA'S SHIELD---WHEN HE'S GOT THAT PROTON GUN OF HIS OWN!
BUT, THAT'S HIS BUSINESS--AS LONG AS HE PAYS US PLENTY FOR HELPIN' HIM!
AND SO, JUST FORTY-SEVEN CAREFULLY TIMED SECONDS LATER, IN ONE OF NEW YORK'S MOST PROSPEROUS BANKS, THE EARLY-MORNING CUSTOMERS ARE ASTONISHED TO BEHOLD AN INCREDIBLE ROBBERY--- LED BY THE MOST FAMOUS AVENGER OF ALL ---
GET ALL THE MONEY YOU CAN CARRY, MEN---IT'S TIME CAPTAIN AMERICA WAS PAID BACK FOR HIS YEARS OF PUBLIC SERVICE!
THE REST OF YOU...STAY BACK, AND YOU WON'T BE HURT!
GREAT GOIN', CAP! YOUR BEAM MADE A PATH BIG ENOUGH FOR AN ARMY TO WALK THROUGH!
BUT, AN ARMY AIN'T GONNA MAKE THIS TRIP--JUST US!
ZZZZZZ
CAPTAIN AMERICA--- TURNED BANK ROBBER!
I WOULDN'T BELIEVE IT---IF I DIDN'T SEE IT!
HAHA! IT'S WORKING LIKE A CHARM! MY DISGUISE IS PERFECT... JUST AS I KNEW IT WOULD BE!
2.

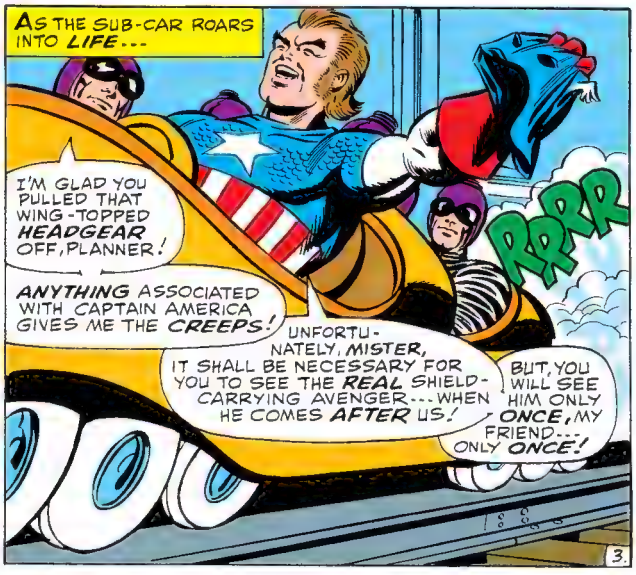

EXACTLY TWO MONEY-GRABBING MINUTES AFTERWARD---
GOOD HUNTING TODAY, CAP! WE'VE BAGGED OUR LIMIT!
EXCELLENT! THEN IT'S TIME TO TAKE OUR LEAVE OF THIS FINE INSTITUTION..
BUT NOT BEFORE MY PHOTO IS TAKEN BY THIS AUTOMATIC CAMERA! I WANT TO BE CERTAIN THAT THE WORLD KNOWS OF CAPTAIN AMERICA'S NEW AND REWARDING CAREER!
JUST AS I PLANNED! MY PROTON GUN HOLDS EVERYONE AT BAY... WHILE THAT CAMERA WILL AID ME IN BRINGING MY STAR-SPANGLED PREY OUT INTO THE OPEN!
BUT.. WAIT! THAT REFLECTION IN THE LENS!.. ONE OF THE GUARDS IS DRAWING ON ME!

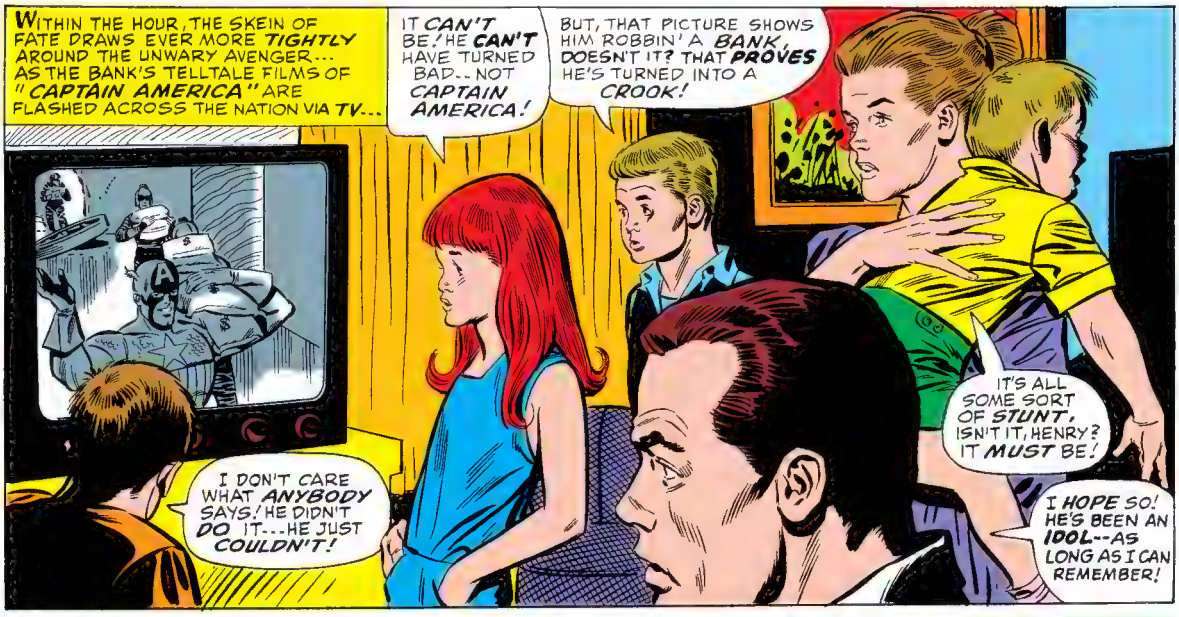
A NOBLE BUT FUTILE GESTURE, MY FRIEND!
I WARN YOU---DON'T TRY MY PATIENCE FURTHER! CAPTAIN AMERICA IS NO LONGER BOUND BY THE AVENGERS OATH NEVER TO HARM ANYONE!
MY PISTOL! HE..MELTED IT DOWN TO NOTHING!
ZAP!

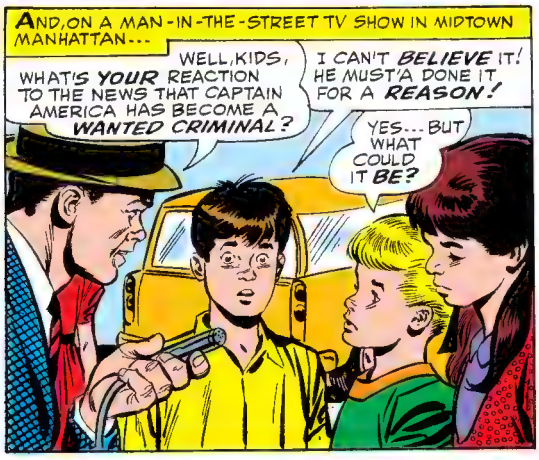

THEN, LEAVING THE STARTLED SPECTATORS STILL STUNNED BY WHAT THEIR EYES HAVE SEEN, THE COSTUMED QUINTET DEPART AS SPEEDILY AS THEY HAD APPEARED---
VROOM!

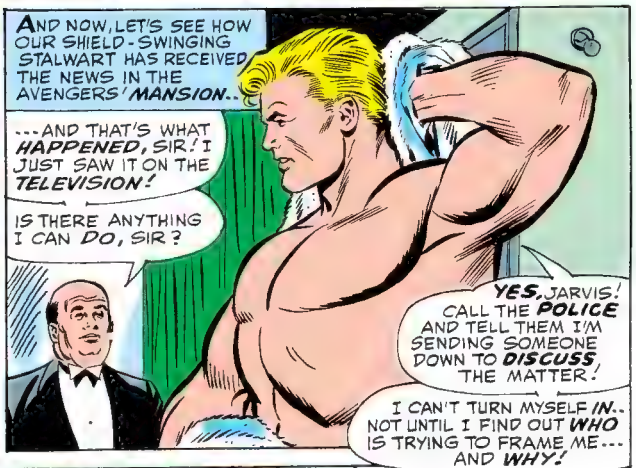
BUT, FIFTEEN SECONDS LATER, AS THE PHONY ARMORED VEHICLE PASSES OVER A CERTAIN MANHOLE..
WE WOULDN'T STAND A CHANCE OF ESCAPING IF WE STAYED IN THE TRUCK! LUCKILY, WE DON'T HAVE TO!
LUCK HAS NOTHING TO DO WITH IT...NOT WHEN WE'RE WORKING WITH A GUY LIKE THE PLANNER!


I'M THE LAST OF 'EM, PLANNER!
AND RIGHT ON SCHEDULE!
QUICKLY.. INTO THE SUB-CAR! WE MUST BE OFF AT ONCE!
NOW, EVEN IF THE POLICE GUESS OUR PLAN, THEY CAN NEVER CATCH US WITH OUR HEAD START!

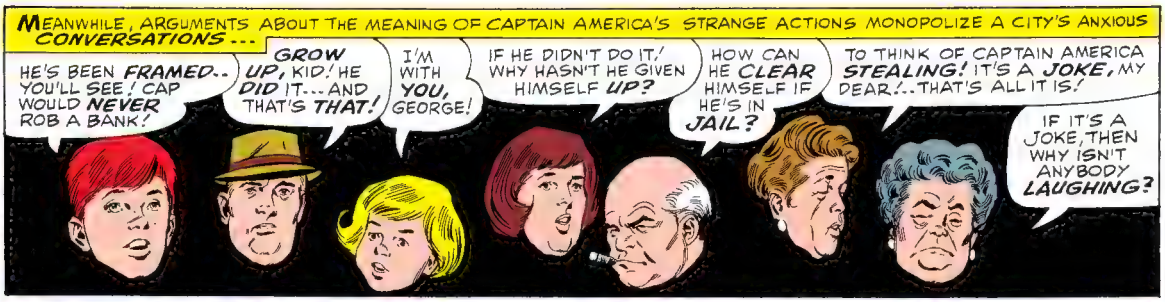

AS THE SUB-CAR ROARS INTO LIFE---
I'M GLAD YOU PULLED THAT WING-TOPPED HEADGEAR OFF, PLANNER!
ANYTHING ASSOCIATED WITH CAPTAIN AMERICA GIVES ME THE CREEPS!
UNFORTUNATELY, MISTER, IT SHALL BE NECESSARY FOR YOU TO SEE THE REAL SHIELD-CARRYING AVENGER---WHEN HE COMES AFTER US!
BUT, YOU WILL SEE HIM ONLY ONCE, MY FRIEND---ONLY ONCE!
RRRR


WITHIN THE HOUR, THE SKEIN OF FATE DRAWS EVER MORE TIGHTLY AROUND THE UNWARY AVENGER... AS THE BANK'S TELLTALE FILMS OF "CAPTAIN AMERICA" ARE FLASHED ACROSS THE NATION VIA TV...
IT CAN'T BE! HE CAN'T HAVE TURNED BAD--NOT CAPTAIN AMERICA!
BUT, THAT PICTURE SHOWS HIM ROBBIN' A BANK, DOESN'T IT? THAT PROVES HE'S TURNED INTO A CROOK!
I DON'T CARE WHAT ANYBODY SAYS! HE DIDN'T DO IT--HE JUST COULDN'T!
IT'S ALL SOME SORT OF STUNT, ISN'T IT, HENRY? IT MUST BE!
I HOPE SO! HE'S BEEN AN IDOL--AS LONG AS I CAN REMEMBER!


AND, ON A MAN-IN-THE-STREET TV SHOW IN MIDTOWN MANHATTAN...
WELL, KIDS, WHAT'S YOUR REACTION TO THE NEWS THAT CAPTAIN AMERICA HAS BECOME A WANTED CRIMINAL?
I CAN'T BELIEVE IT! HE MUST'A DONE IT FOR A REASON!
YES... BUT WHAT COULD IT BE?

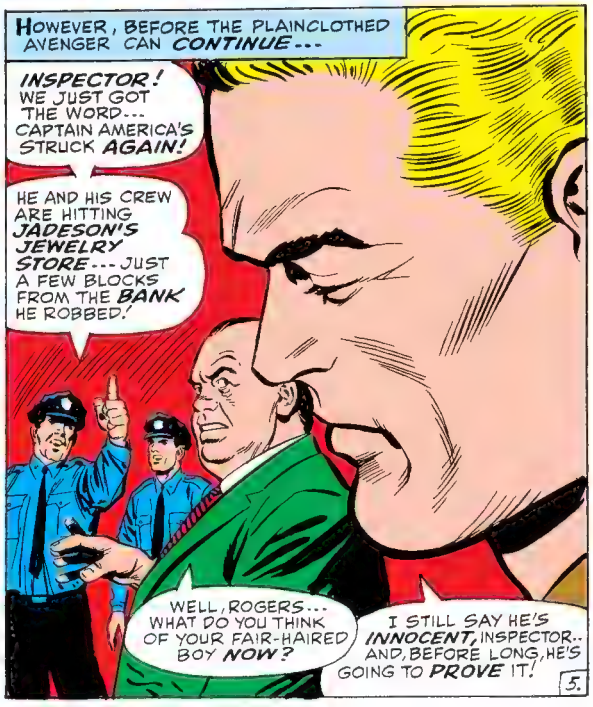

AND NOW, LET'S SEE HOW OUR SHIELD-SWINGING STALWART HAS RECEIVED THE NEWS IN THE AVENGERS' MANSION...
...AND THAT'S WHAT HAPPENED, SIR! I JUST SAW IT ON THE TELEVISION!
IS THERE ANYTHING I CAN DO, SIR?
YES, JARVIS! CALL THE POLICE AND TELL THEM I'M SENDING SOMEONE DOWN TO DISCUSS THE MATTER!
I CAN'T TURN MYSELF IN.. NOT UNTIL I FIND OUT WHO IS TRYING TO FRAME ME... AND WHY!

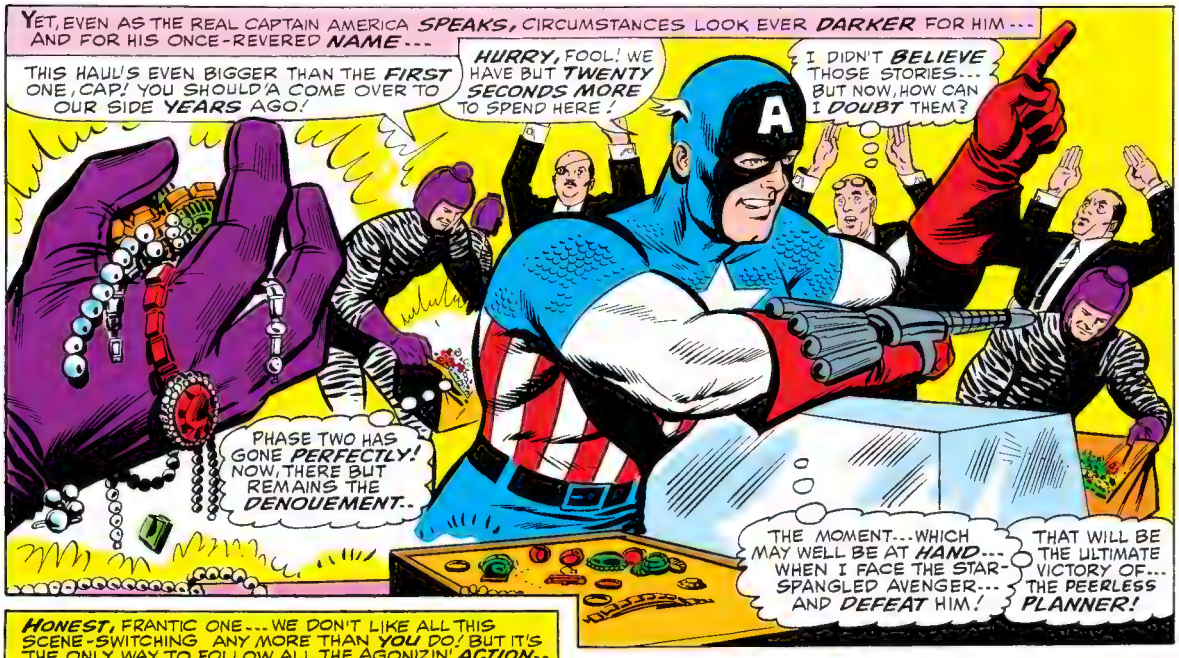
THUS, A SHORT TIME LATER, ALL NETWORK SOAP-OPERAS ARE INTERRUPTED BY A SPECIAL NEWS BULLETIN... TO THE DELIGHT OF A SINISTER SEXTET IN THEIR SECRET HIDEOUT...
...AND, JUST A FEW MINUTES AGO, WE WERE NOTIFIED THAT CAPTAIN AMERICA IS SENDING AN EMISSARY TO POLICE HQ! IN THE MEANTIME, THE AVENGERS MANSION HAS BEEN SURROUNDED!
THIS IS GREAT, PLANNER! BUT, I STILL DON'T SEE WHAT YOU WANT WITH THAT HAS-BEEN'S FANCY SHIELD!
IT'S MORE THAN MERELY A "FANCY SHIELD," FOOL! IT'S A STOREHOUSE OF COMPLEX, TRANSISTORIZED GADGETS!
I LEARNED MONTHS AGO BY THE GRAPEVINE THAT IT WAS GIMMICKED UP BY IRON MAN... AND I MEAN TO HAVE IT, AT ALL COSTS!
THEN, WITH ITS SCIENTIFIC WIZARDRY ADDED TO THE PROTON GUN I NOW POSSESS, I'LL BECOME THE KINGPIN OF CRIME!
YEAH... AN' AT THE SAME TIME WE'LL BE GITTIN' RID OF THAT FLAG-WAVIN' DO-GOODER... AND MAKIN' OURSELVES A BUNDLE!

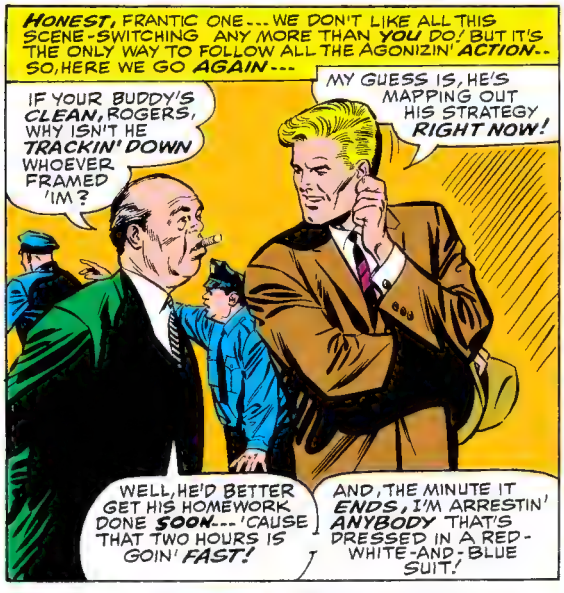

MEANWHILE, ARGUMENTS ABOUT THE MEANING OF CAPTAIN AMERICA'S STRANGE ACTIONS MONOPOLIZE A CITY'S ANXIOUS CONVERSATIONS ---
HE'S BEEN FRAMED.. YOU'LL SEE! CAP WOULD NEVER ROB A BANK!
GROW UP, KID! HE DID IT... AND THAT'S THAT!
I'M WITH YOU, GEORGE!
IF HE DIDN'T DO IT, WHY HASN'T HE GIVEN HIMSELF UP?
HOW CAN HE CLEAR HIMSELF IF HE'S IN JAIL?
TO THINK OF CAPTAIN AMERICA STEALING! IT'S A JOKE, MY DEAR!.. THAT'S ALL IT IS!
IF IT'S A JOKE, THEN WHY ISN'T ANYBODY LAUGHING?

BUT, THERE IS ONE WHO IS LAUGHING ... AS, BENEATH THE STREETS OF THE SPRAWLING METROPOLIS, THE STRIDENT TONES OF THE PEERLESS PLANNER SPLIT THE AIR ---
ACCORDING TO THE RADIO, THE POLICE HAVE GIVEN OUR COLORFUL QUARRY TWO HOURS TO PROVE HIS INNOCENCE... BEFORE SOUNDING AN ALL-POINTS ALERT!
UNWITTINGLY, THEY HAVE PLAYED INTO MY HANDS! COME.. IT IS TIME FOR PHASE TWO OF MY SCHEME!
CHECK, PLANNER!
A FEW MINUTES FROM NOW, CAPTAIN AMERICA WILL LOOK GUILTIER THAN EVER!
THEN, THAT WILL MAKE HIM DOUBLY ANXIOUS TO LOCATE US... AND, IN DOING SO, HE WILL PLAY INTO OUR HANDS!
WHEN THE CHIPS ARE DOWN, CHIEF... MY MONEY'S ON YOUR PROTON GUN!

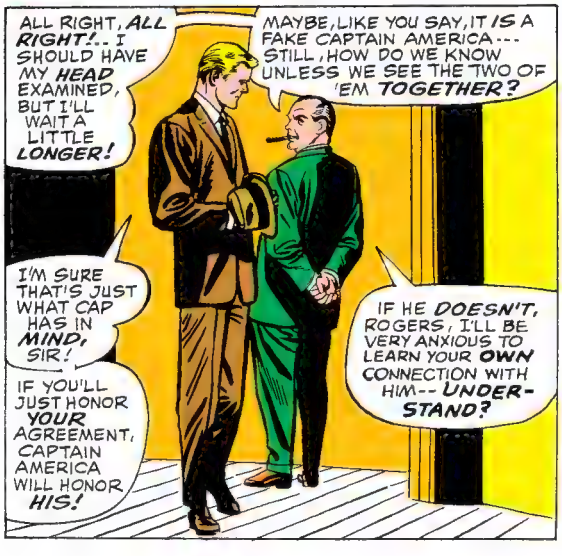
AND, AS THE INEVITABLE CONFRONTATION DRAWS NEARER WITH EACH PASSING SECOND, LET'S SEE HOW A CERTAIN CIVILIAN NAMED STEVE ROGERS IS FARING AT MANHATTAN'S CENTRAL POLICE HQ ---
I STILL DON'T GET IT, ROGERS! WHO ARE YOU... AND WHY ARE YOU REPRESENTING CAPTAIN AMERICA?
YOU MIGHT SAY I'M A FRIEND OF CAP'S, INSPECTOR... A VERY OLD FRIEND! HE WANTED ME TO HAVE A LOOK AT THESE MAPS OF YOURS!
BUT, DON'T WORRY... IF HE HASN'T CAUGHT THE REAL CRIMINAL AT THE END OF TWO HOURS' TIME, HE'LL GIVE HIMSELF UP AS HE AGREED!
HMM.. NOW HERE'S SOMETHING INTERESTING...


HOWEVER, BEFORE THE PLAINCLOTHED AVENGER CAN CONTINUE ---
INSPECTOR! WE JUST GOT THE WORD... CAPTAIN AMERICA'S STRUCK AGAIN!
HE AND HIS CREW ARE HITTING JADESON'S JEWELRY STORE... JUST A FEW BLOCKS FROM THE BANK HE ROBBED!
WELL, ROGERS... WHAT DO YOU THINK OF YOUR FAIR-HAIRED BOY NOW?
I STILL SAY HE'S INNOCENT, INSPECTOR.. AND, BEFORE LONG, HE'S GOING TO PROVE IT!

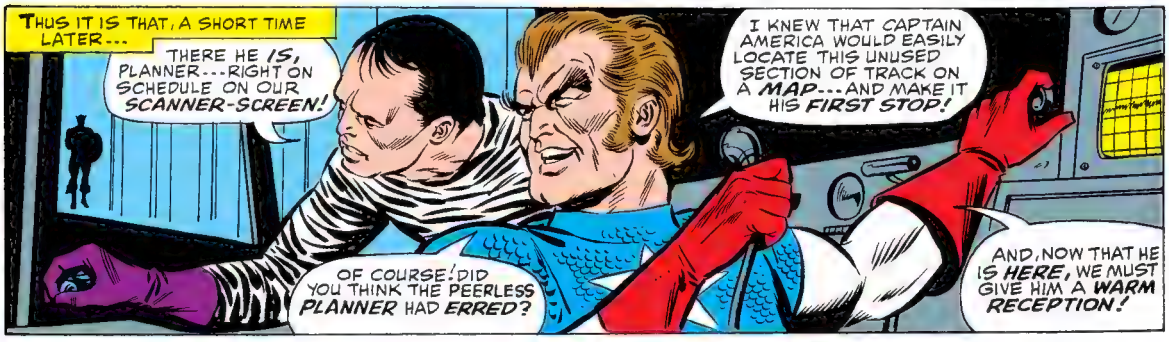

YET, EVEN AS THE REAL CAPTAIN AMERICA SPEAKS, CIRCUMSTANCES LOOK EVER DARKER FOR HIM--- AND FOR HIS ONCE-REVERED NAME---
THIS HAUL'S EVEN BIGGER THAN THE FIRST ONE, CAP! YOU SHOULD'A COME OVER TO OUR SIDE YEARS AGO!
HURRY, FOOL! WE HAVE BUT TWENTY SECONDS MORE TO SPEND HERE!
I DIDN'T BELIEVE THOSE STORIES--- BUT NOW, HOW CAN I DOUBT THEM?
PHASE TWO HAS GONE PERFECTLY! NOW, THERE BUT REMAINS THE DENOUEMENT--
THE MOMENT---WHICH MAY WELL BE AT HAND--- WHEN I FACE THE STAR-SPANGLED AVENGER--- AND DEFEAT HIM!
THAT WILL BE THE ULTIMATE VICTORY OF--- THE PEERLESS PLANNER!

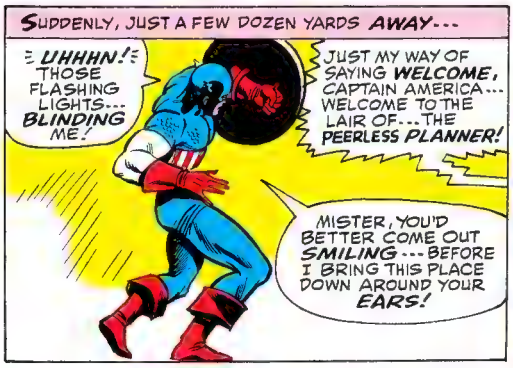

HONEST, FRANTIC ONE--- WE DON'T LIKE ALL THIS SCENE-SWITCHING ANY MORE THAN YOU DO! BUT IT'S THE ONLY WAY TO FOLLOW ALL THE AGONIZIN' ACTION-- SO, HERE WE GO AGAIN---
IF YOUR BUDDY'S CLEAN, ROGERS, WHY ISN'T HE TRACKIN' DOWN WHOEVER FRAMED 'IM?
MY GUESS IS, HE'S MAPPING OUT HIS STRATEGY RIGHT NOW!
WELL, HE'D BETTER GET HIS HOMEWORK DONE SOON--- 'CAUSE THAT TWO HOURS IS GOIN' FAST!
AND, THE MINUTE IT ENDS, I'M ARRESTIN' ANYBODY THAT'S DRESSED IN A RED-WHITE-AND-BLUE SUIT!

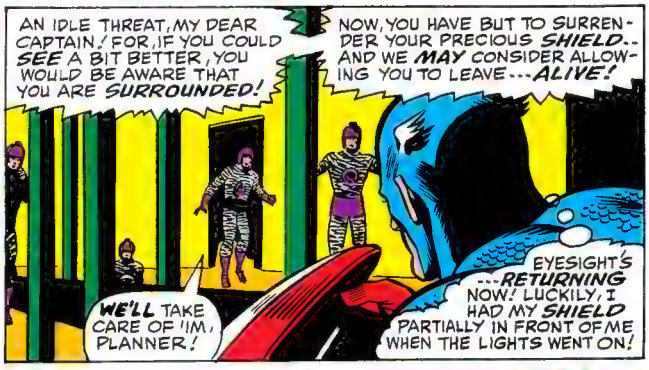
INSPECTOR! A PATROL CAR REPORTS THAT CAPTAIN AMERICA VANISHED AGAIN-- DOWN ANOTHER MANHOLE!
THAT TEARS IT!
AGREEMENT BE HANGED! I'M SENDING OUT AN ALL-POINTS ALARM RIGHT NOW!
WAIT, INSPECTOR! --I URGE YOU! YOU'D BE MAKING A BIG MISTAKE..!

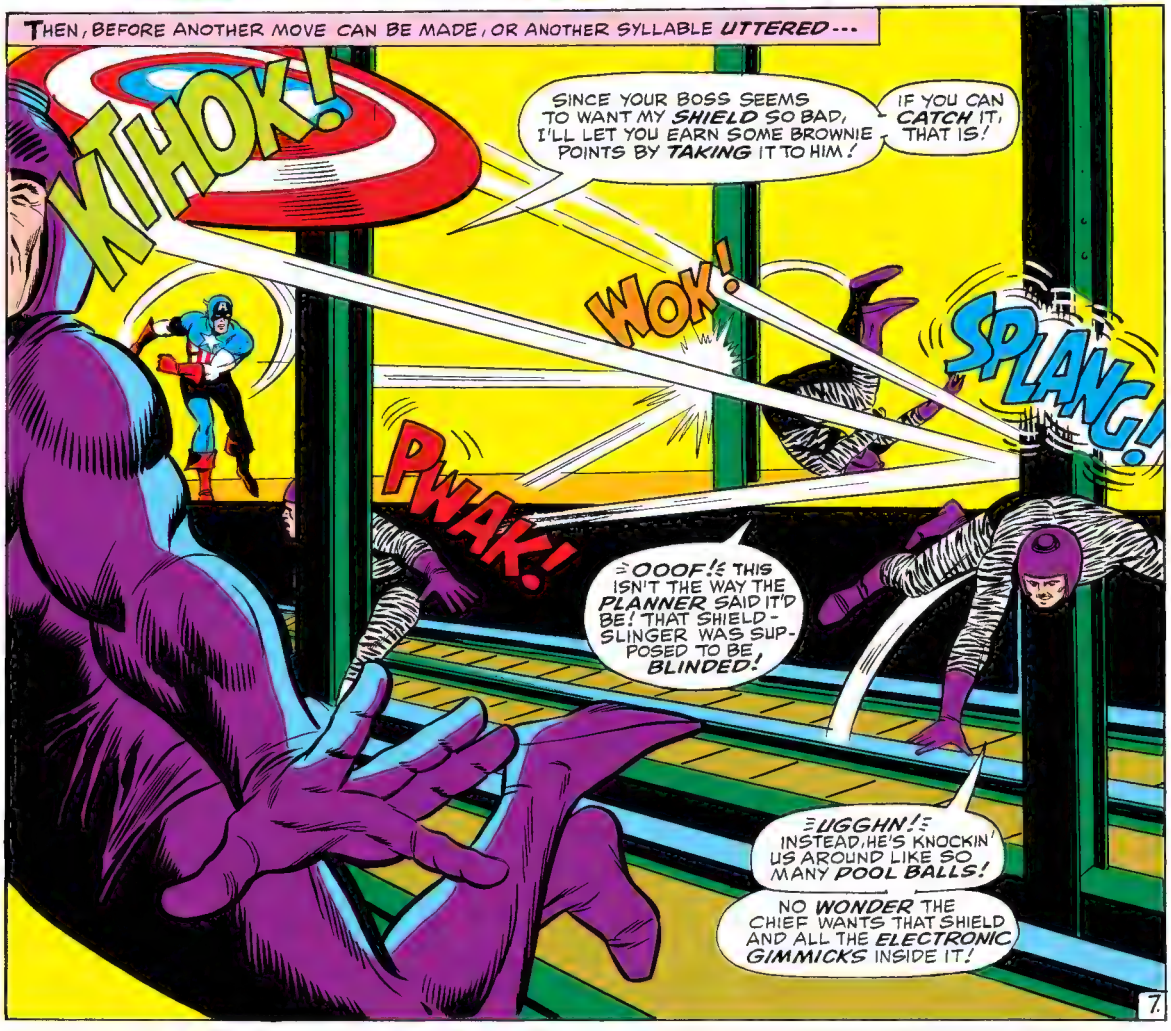

ALL RIGHT, ALL RIGHT!.. I SHOULD HAVE MY HEAD EXAMINED, BUT I'LL WAIT A LITTLE LONGER!
MAYBE, LIKE YOU SAY, IT IS A FAKE CAPTAIN AMERICA--- STILL, HOW DO WE KNOW UNLESS WE SEE THE TWO OF 'EM TOGETHER?
I'M SURE THAT'S JUST WHAT CAP HAS IN MIND, SIR!
IF HE DOESN'T, ROGERS, I'LL BE VERY ANXIOUS TO LEARN YOUR OWN CONNECTION WITH HIM-- UNDER-STAND?
IF YOU'LL JUST HONOR YOUR AGREEMENT, CAPTAIN AMERICA WILL HONOR HIS!

SOON, BACK AT AVENGERS HQ, A FAMILIAR FORM STANDS READY FOR INSTANTANEOUS ACTION---
THEN YOU'VE LOCATED THE HIDEOUT OF YOUR IMITATOR, SIR?
YES, JARVIS! AT LEAST I'VE GOT A PRETTY GOOD IDEA WHERE HE IS!
IF MY HUNCH IS CORRECT, HE KNOWS I'LL BE COMING FOR HIM--- AND HE'S EAGER FOR A SHOWDOWN!
AND, I DON'T INTEND TO DISAPPOINT HIM!

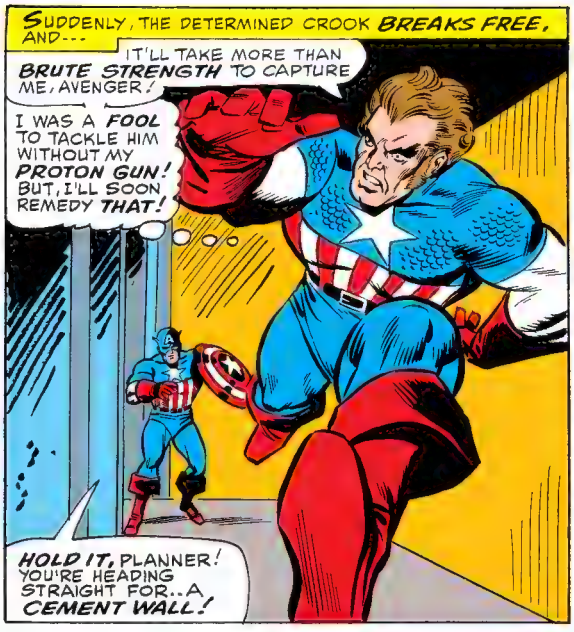

THUS IT IS THAT, A SHORT TIME LATER---
THERE HE IS, PLANNER---RIGHT ON SCHEDULE ON OUR SCANNER-SCREEN!
I KNEW THAT CAPTAIN AMERICA WOULD EASILY LOCATE THIS UNUSED SECTION OF TRACK ON A MAP---AND MAKE IT HIS FIRST STOP!
OF COURSE! DID YOU THINK THE PEERLESS PLANNER HAD ERRED?
AND, NOW THAT HE IS HERE, WE MUST GIVE HIM A WARM RECEPTION!


SUDDENLY, JUST A FEW DOZEN YARDS AWAY---
=UHHHN!= THOSE FLASHING LIGHTS... BLINDING ME!
JUST MY WAY OF SAYING WELCOME, CAPTAIN AMERICA... WELCOME TO THE LAIR OF...THE PEERLESS PLANNER!
MISTER, YOU'D BETTER COME OUT SMILING---BEFORE I BRING THIS PLACE DOWN AROUND YOUR EARS!


AN IDLE THREAT, MY DEAR CAPTAIN! FOR, IF YOU COULD SEE A BIT BETTER, YOU WOULD BE AWARE THAT YOU ARE SURROUNDED!
NOW, YOU HAVE BUT TO SURRENDER YOUR PRECIOUS SHIELD--AND WE MAY CONSIDER ALLOWING YOU TO LEAVE---ALIVE!
WE'LL TAKE CARE OF 'IM, PLANNER!
EYESIGHT'S ---RETURNING NOW! LUCKILY, I HAD MY SHIELD PARTIALLY IN FRONT OF ME WHEN THE LIGHTS WENT ON!

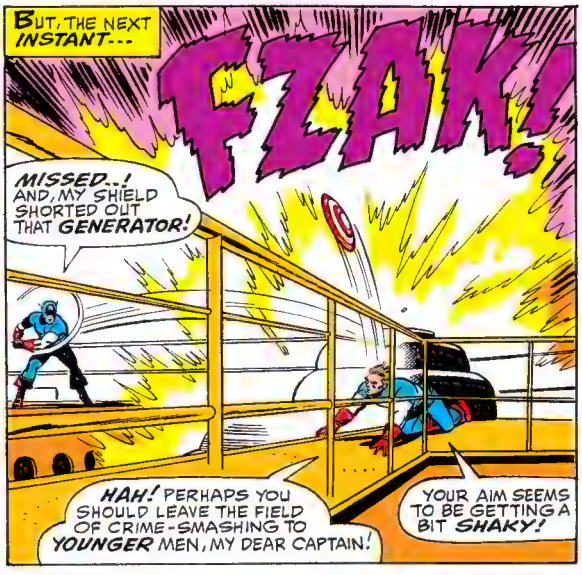

THEN, BEFORE ANOTHER MOVE CAN BE MADE, OR ANOTHER SYLLABLE UTTERED---
KHOK!
SINCE YOUR BOSS SEEMS TO WANT MY SHIELD SO BAD, I'LL LET YOU EARN SOME BROWNIE POINTS BY TAKING IT TO HIM!
IF YOU CAN CATCH IT, THAT IS!
WOK!
SPLANG!
PWAK!
=OOOF!= THIS ISN'T THE WAY THE PLANNER SAID IT'D BE! THAT SHIELD-SLINGER WAS SUPPOSED TO BE BLINDED!
=UGGHN!= INSTEAD, HE'S KNOCKIN' US AROUND LIKE SO MANY POOL BALLS!
NO WONDER THE CHIEF WANTS THAT SHIELD AND ALL THE ELECTRONIC GIMMICKS INSIDE IT!

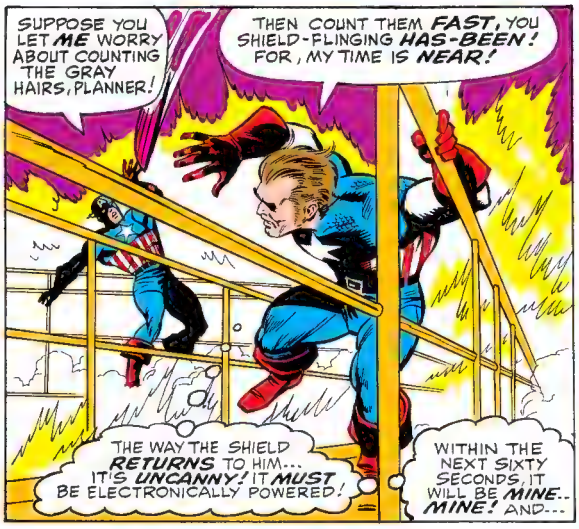
SO THAT'S IT! THIS PHONY PLANNER, WHOEVER HE IS, MUST HAVE LEARNED THAT IRON MAN ONCE CUSTOMIZED MY SHIELD INTO A TRANSISTORIZED ARSENAL!
ACTUALLY, I TOOK ALL THOSE GADGETS OUT MONTHS AGO! BUT, THERE'S NO USE TELLING MY ATTACKERS THAT!
NOW, IF YOU BOYS CARE TO WALTZ AROUND SOME MORE...
NOT ON YOUR LIFE! FROM HERE ON, WE'LL LET THE CHIEF TAKE CARE OF YOU!
THANK YOU, BOYS---FOR, THAT'S JUST WHAT I INTEND TO DO!
SPOK!
ALLOW ME TO INTRODUCE MYSELF, CAPTAIN! I AM... THE PEERLESS PLANNER!
=MMMF!= HE CAUGHT ME---OFF GUARD! I WASN'T EXPECTING HIM TO BE AN ATHLETE!
I SEE BY YOUR EXPRESSION THAT YOU'RE SURPRISED AT MY FRONTAL ASSAULT, MY FRIEND!
WHEN I DECIDED TO IMPERSONATE YOU, I SPENT MANY LONG HOURS TRAINING MYSELF IN ACROBATICS!
THERE'S JUST ONE LITTLE CATCH TO YOUR SCHEME, PLANNER---
YOU MAY HAVE HAD HOURS OF PRACTICE---BUT I'VE HAD YEARS!
=UHHN!=
NOW, MY FATUOUS FRIEND, I'M GONNA TEACH YOU WHAT IT MEANS TO IMITATE CAPTAIN AMERICA!
BYONG!
BUT, BEFORE THE RED-WHITE-AND-BLUE AVENGER CAN PRESS HIS ADVANTAGE HOME...
THAK!
YOU WERE OVER-CONFIDENT, FOOL! YOU ASSUMED ONE LUCKY BLOW WOULD FINISH ME!
YOU DON'T KNOW HOW LONG... HOW CAREFULLY... I'VE PLANNED TO OBTAIN YOUR WONDER-WORKING SHIELD!
NOTHING SHALL STAND IN MY WAY--NO-THING!!
IN THAT CASE, MISTER, YOU'RE GOING TO BE THE MOST UNIQUE PRISONER IN THE STATE PEN...!
YOU'LL BE THE ONLY INMATE EVER PUT THERE---BY NOTHING!
BWOK!
8

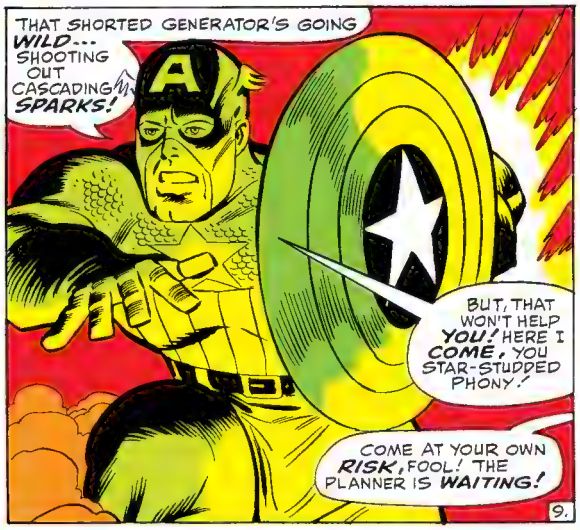

SUDDENLY, THE DETERMINED CROOK BREAKS FREE, AND---
IT'LL TAKE MORE THAN BRUTE STRENGTH TO CAPTURE ME, AVENGER!
I WAS A FOOL TO TACKLE HIM WITHOUT MY PROTON GUN! BUT, I'LL SOON REMEDY THAT!
HOLD IT, PLANNER! YOU'RE HEADING STRAIGHT FOR..A CEMENT WALL!

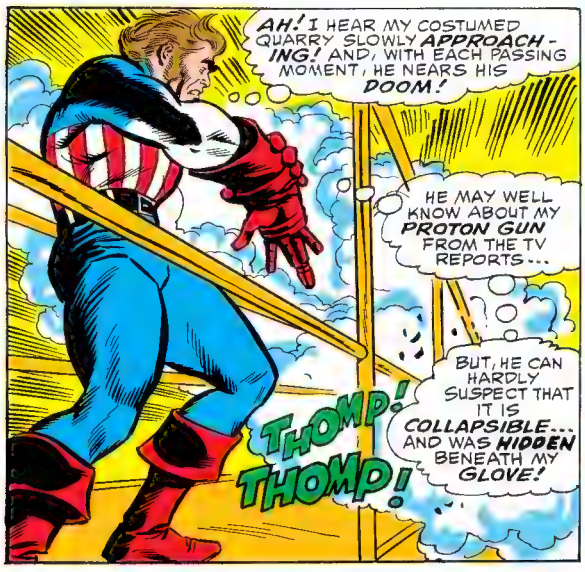
THEN, AT THE LAST POSSIBLE MOMENT, THE SOLID WALL REVEALS A BARELY VISIBLE DOOR, AND---
SO THAT'S HIS OUT! EVEN IF THE POLICE FOLLOWED HIM, HE KNEW OF A SECRET ENTRANCE TO THIS UNDERGROUND ELECTRICAL PLANT!
SURPRISED, CAPTAIN AMERICA? YOU SHOULDN'T HAVE BEEN!
YOU EXPECT MORE FROM THE PLANNER.. AND YOU GET IT!

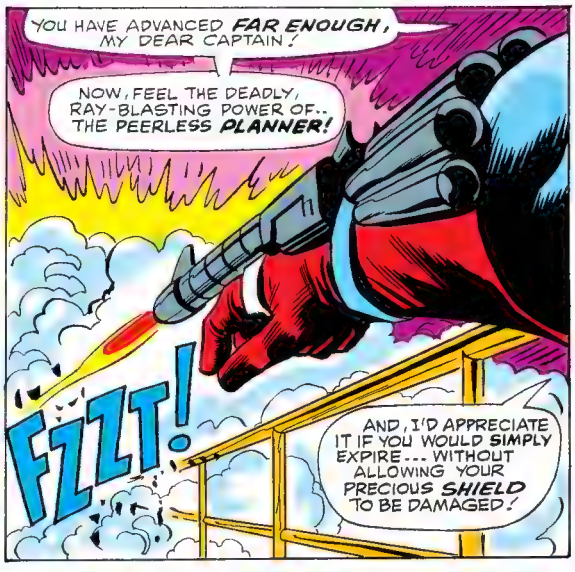
HEADS UP, MISTER! YOU WANTED MY SHIELD SO BAD---
PERHAPS IT'S ABOUT TIME I LET YOU HAVE IT!

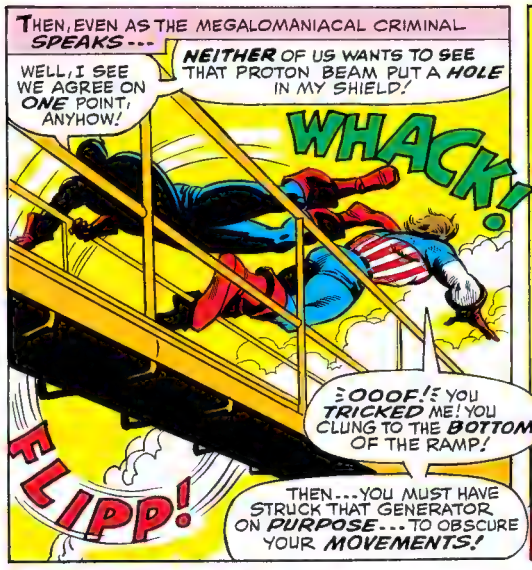

BUT, THE NEXT INSTANT---
FZAK!
MISSED..! AND, MY SHIELD SHORTED OUT THAT GENERATOR!
HAH! PERHAPS YOU SHOULD LEAVE THE FIELD OF CRIME-SMASHING TO YOUNGER MEN, MY DEAR CAPTAIN!
YOUR AIM SEEMS TO BE GETTING A BIT SHAKY!

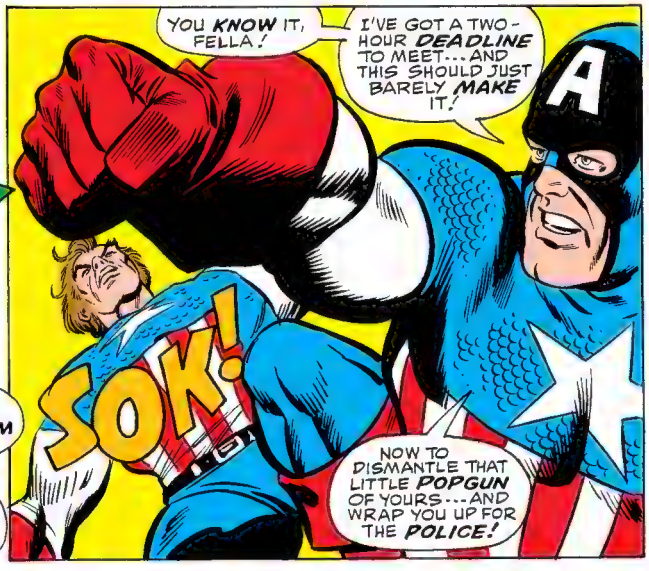

SUPPOSE YOU LET ME WORRY ABOUT COUNTING THE GRAY HAIRS, PLANNER!
THEN COUNT THEM FAST, YOU SHIELD-FLINGING HAS-BEEN! FOR, MY TIME IS NEAR!
THE WAY THE SHIELD RETURNS TO HIM... IT'S UNCANNY! IT MUST BE ELECTRONICALLY POWERED!
WITHIN THE NEXT SIXTY SECONDS, IT WILL BE MINE.. MINE! AND---


THAT SHORTED GENERATOR'S GOING WILD--- SHOOTING OUT CASCADING SPARKS!
BUT, THAT WON'T HELP YOU! HERE I COME, YOU STAR-STUDDED PHONY!
COME AT YOUR OWN RISK, FOOL! THE PLANNER IS WAITING!


AH! I HEAR MY COSTUMED QUARRY SLOWLY APPROACH-ING! AND, WITH EACH PASSING MOMENT, HE NEARS HIS DOOM!
HE MAY WELL KNOW ABOUT MY PROTON GUN FROM THE TV REPORTS...
BUT, HE CAN HARDLY SUSPECT THAT IT IS COLLAPSIBLE... AND WAS HIDDEN BENEATH MY GLOVE!
THOMP! THOMP!


YOU HAVE ADVANCED FAR ENOUGH, MY DEAR CAPTAIN!
NOW, FEEL THE DEADLY, RAY-BLASTING POWER OF.. THE PEERLESS PLANNER!
FZZT!
AND, I'D APPRECIATE IT IF YOU WOULD SIMPLY EXPIRE... WITHOUT ALLOWING YOUR PRECIOUS SHIELD TO BE DAMAGED!


THEN, EVEN AS THE MEGALOMANIACAL CRIMINAL SPEAKS...
WELL, I SEE WE AGREE ON ONE POINT, ANYHOW!
NEITHER OF US WANTS TO SEE THAT PROTON BEAM PUT A HOLE IN MY SHIELD!
WHACK!
OOOF! YOU TRICKED ME! YOU CLUNG TO THE BOTTOM OF THE RAMP!
FLIPP!
THEN...YOU MUST HAVE STRUCK THAT GENERATOR ON PURPOSE...TO OBSCURE YOUR MOVEMENTS!


YOU KNOW IT, FELLA!
I'VE GOT A TWO-HOUR DEADLINE TO MEET... AND THIS SHOULD JUST BARELY MAKE IT!
SOK!
NOW TO DISMANTLE THAT LITTLE POPGUN OF YOURS... AND WRAP YOU UP FOR THE POLICE!

AND, MOMENTS LATER...
I COULD HAVE DEFEATED YOU... IF ONLY I'D GOTTEN HOLD OF YOUR GADGET-LADEN SHIELD!
PLANNER, FOR THE FIRST AND LAST TIME, THE ONLY THING THAT POWERS MY SHIELD IS MY OWN RIGHT ARM!
BUT, EVEN IF IT HAD CONTAINED GIMMICKS, THEY WOULDN'T HAVE DONE YOU ANY GOOD!

FOR, A WEAPON IS ONLY AS POTENT AS THE MAN WHO USES IT... AND THE CREED HE LIVES BY!
AND IN THAT RESPECT, MISTER, YOU'RE A REAL WASH-OUT!

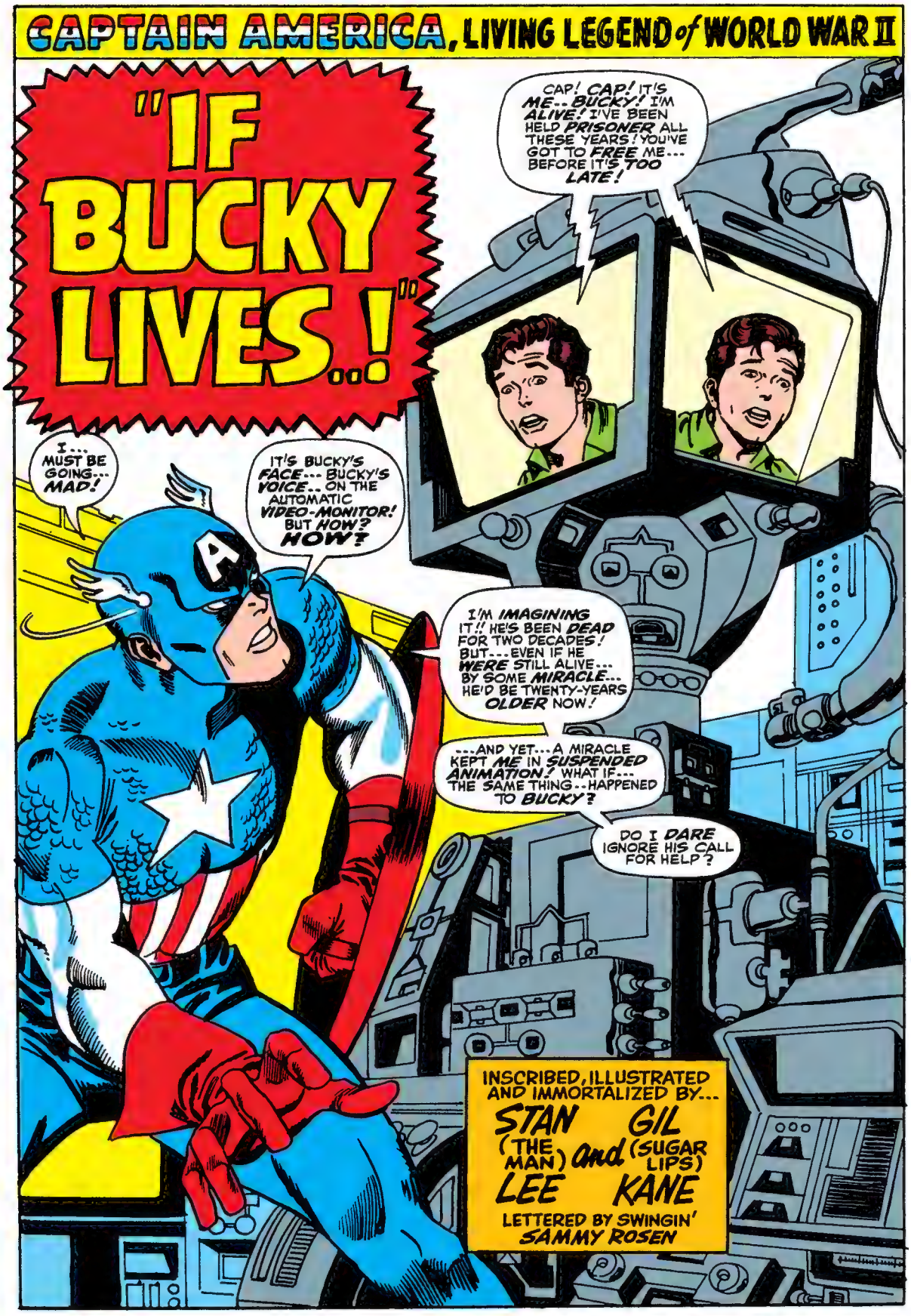
NEXT ISH:

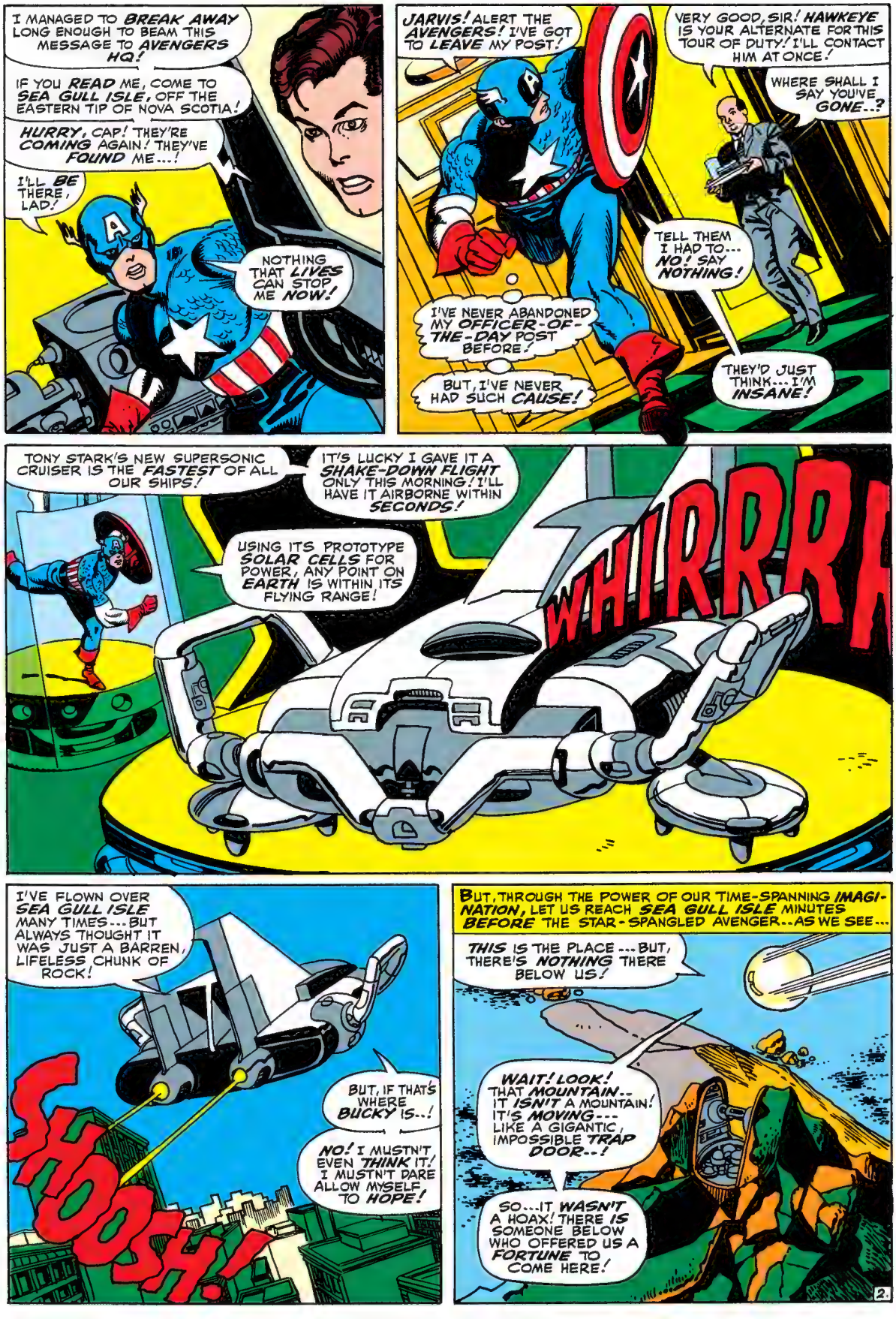
THE STORY THAT WAS TWO DECADES IN COMING!

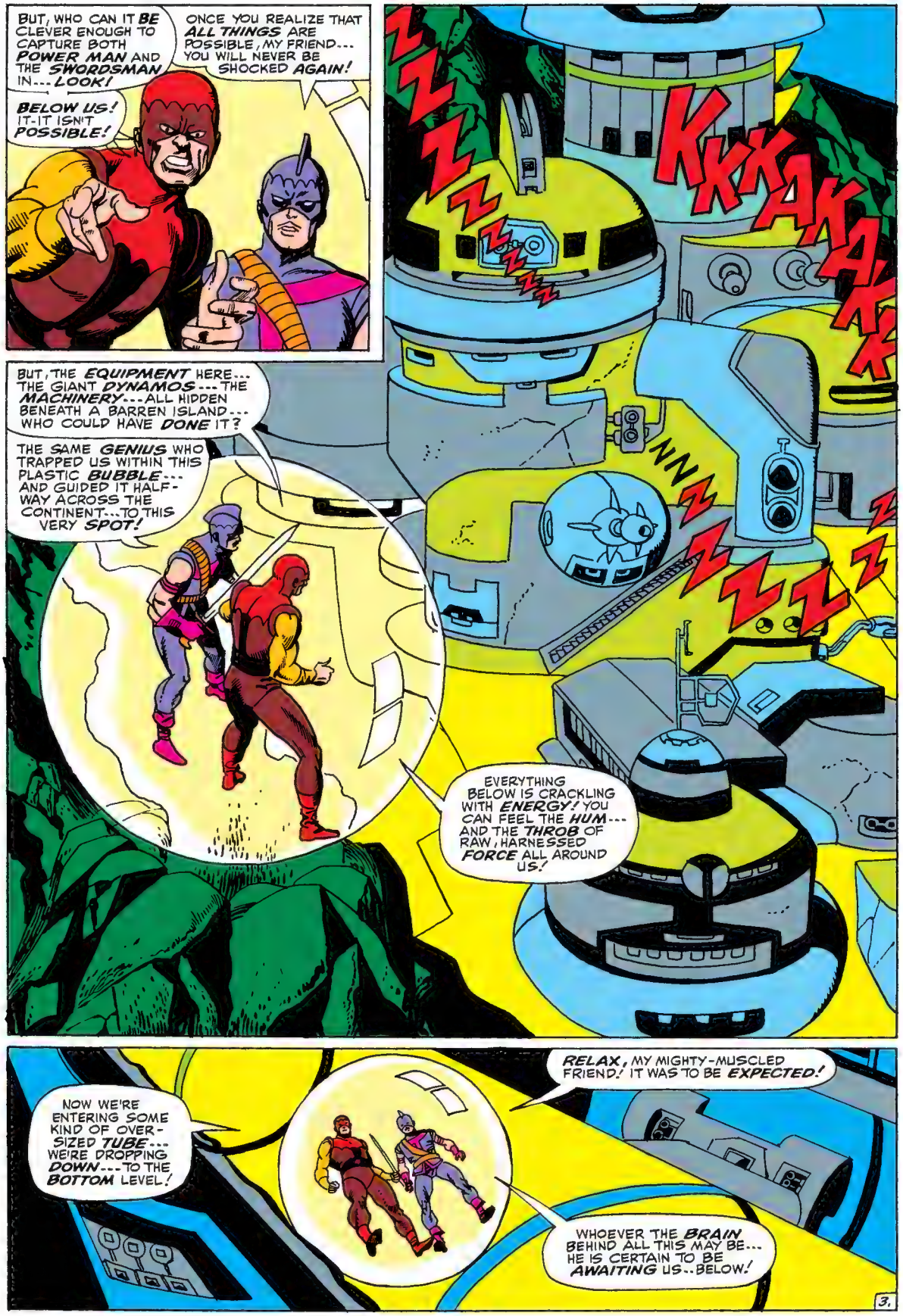
"IF BUCKY LIVES!"

'NUFF SAID!

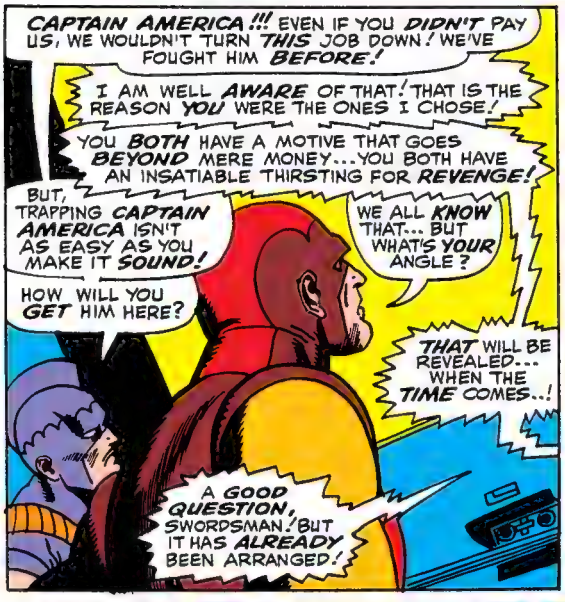
TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
88 APR
FEATURING:
POWER MAN!
THE SWORDSMAN!
And A MADLY MENACING
MYSTERY VILLAIN!

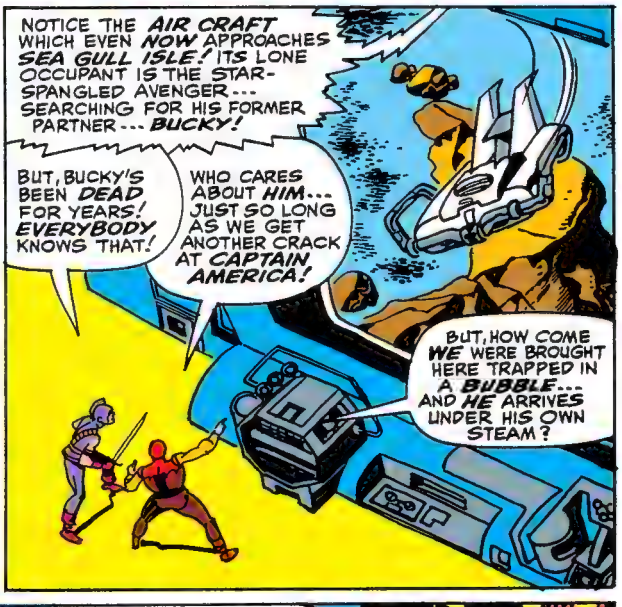

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II
"IF BUCKY LIVES..!"
CAP! CAP! IT'S ME--BUCKY! I'M ALIVE! I'VE BEEN HELD PRISONER ALL THESE YEARS! YOU'VE GOT TO FREE ME--- BEFORE IT'S TOO LATE!
I--- MUST BE GOING--- MAD!
IT'S BUCKY'S FACE--- BUCKY'S VOICE--- ON THE AUTOMATIC VIDEO-MONITOR! BUT HOW? HOW?
I'M IMAGINING IT!! HE'S BEEN DEAD FOR TWO DECADES! BUT---EVEN IF HE WERE STILL ALIVE--- BY SOME MIRACLE--- HE'D BE TWENTY-YEARS OLDER NOW!
---AND YET---A MIRACLE KEPT ME IN SUSPENDED ANIMATION! WHAT IF--- THE SAME THING--HAPPENED TO BUCKY?
DO I DARE IGNORE HIS CALL FOR HELP?
INSCRIBED, ILLUSTRATED AND IMMORTALIZED BY---
STAN (THE MAN) LEE and GIL (SUGAR LIPS) KANE
LETTERED BY SWINGIN' SAMMY ROSEN

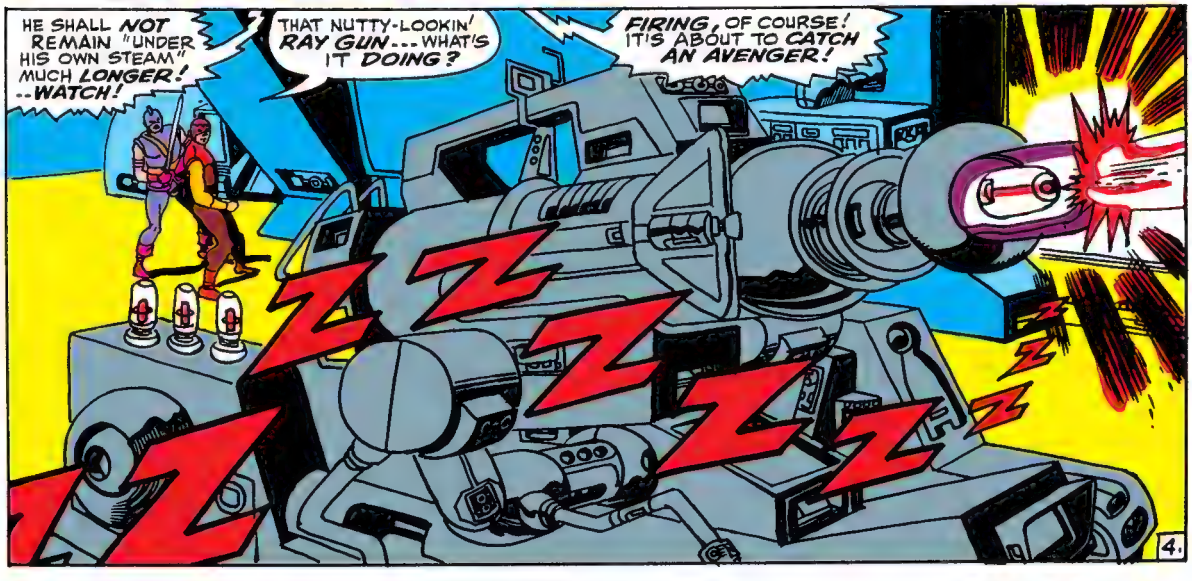

I MANAGED TO BREAK AWAY LONG ENOUGH TO BEAM THIS MESSAGE TO AVENGERS HQ!
IF YOU READ ME, COME TO SEA GULL ISLE, OFF THE EASTERN TIP OF NOVA SCOTIA!
HURRY, CAP! THEY'RE COMING AGAIN! THEY'VE FOUND ME...!
I'LL BE THERE, LAD!
NOTHING THAT LIVES CAN STOP ME NOW!
JARVIS! ALERT THE AVENGERS! I'VE GOT TO LEAVE MY POST!
VERY GOOD, SIR! HAWKEYE IS YOUR ALTERNATE FOR THIS TOUR OF DUTY! I'LL CONTACT HIM AT ONCE!
WHERE SHALL I SAY YOU'VE GONE..?
TELL THEM I HAD TO... NO! SAY NOTHING!
I'VE NEVER ABANDONED MY OFFICER-OF-THE-DAY POST BEFORE!
BUT, I'VE NEVER HAD SUCH CAUSE!
THEY'D JUST THINK... I'M INSANE!
TONY STARK'S NEW SUPERSONIC CRUISER IS THE FASTEST OF ALL OUR SHIPS!
IT'S LUCKY I GAVE IT A SHAKE-DOWN FLIGHT ONLY THIS MORNING! I'LL HAVE IT AIRBORNE WITHIN SECONDS!
USING ITS PROTOTYPE SOLAR CELLS FOR POWER, ANY POINT ON EARTH IS WITHIN ITS FLYING RANGE!
WHIRRRA
I'VE FLOWN OVER SEA GULL ISLE MANY TIMES... BUT ALWAYS THOUGHT IT WAS JUST A BARREN, LIFELESS CHUNK OF ROCK!
SHOOSH!
BUT, IF THAT'S WHERE BUCKY IS..!
NO! I MUSTN'T EVEN THINK IT! I MUSTN'T DARE ALLOW MYSELF TO HOPE!
BUT, THROUGH THE POWER OF OUR TIME-SPANNING IMAGI-NATION, LET US REACH SEA GULL ISLE MINUTES BEFORE THE STAR-SPANGLED AVENGER..AS WE SEE...
THIS IS THE PLACE... BUT, THERE'S NOTHING THERE BELOW US!
WAIT! LOOK! THAT MOUNTAIN.. IT ISN'T A MOUNTAIN! IT'S MOVING... LIKE A GIGANTIC, IMPOSSIBLE TRAP DOOR..!
SO...IT WASN'T A HOAX! THERE IS SOMEONE BELOW WHO OFFERED US A FORTUNE TO COME HERE!
2.

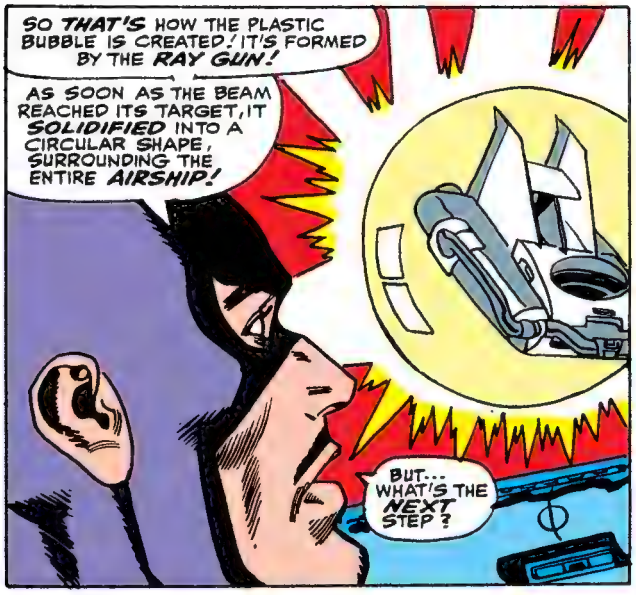

BUT, WHO CAN IT BE CLEVER ENOUGH TO CAPTURE BOTH POWER MAN AND THE SWORDSMAN IN--- LOOK!
ONCE YOU REALIZE THAT ALL THINGS ARE POSSIBLE, MY FRIEND--- YOU WILL NEVER BE SHOCKED AGAIN!
BELOW US! IT-IT ISN'T POSSIBLE!
KKKAKA
BUT, THE EQUIPMENT HERE--- THE GIANT DYNAMOS--- THE MACHINERY---ALL HIDDEN BENEATH A BARREN ISLAND--- WHO COULD HAVE DONE IT?
THE SAME GENIUS WHO TRAPPED US WITHIN THIS PLASTIC BUBBLE--- AND GUIDED IT HALF-WAY ACROSS THE CONTINENT---TO THIS VERY SPOT!
EVERYTHING BELOW IS CRACKLING WITH ENERGY! YOU CAN FEEL THE HUM--- AND THE THROB OF RAW, HARNESSED FORCE ALL AROUND US!
RELAX, MY MIGHTY-MUSCLED FRIEND! IT WAS TO BE EXPECTED!
NOW WE'RE ENTERING SOME KIND OF OVER-SIZED TUBE--- WE'RE DROPPING DOWN---TO THE BOTTOM LEVEL!
WHOEVER THE BRAIN BEHIND ALL THIS MAY BE--- HE IS CERTAIN TO BE AWAITING US--BELOW!

WE'VE LANDED! --AND LOOK!
NATURALLY! ITS ONLY PURPOSE WAS TO BRING US HERE ...NOTHING MORE!
NOW WE'LL LEARN THE REAL REA... WAIT!
THE PLASTIC BUBBLE WHICH WAS HOLDING US IS MELTING AWAY..!
LISTEN! THAT VOICE ...FROM THE LOUDSPEAKER ABOVE..!
I BID YOU WELCOME! MY TRUE IDENTITY IS OF NO CONCERN TO YOU... BUT, SERVE ME WELL, AND YOU SHALL BE REWARDED BEYOND YOUR WILDEST DREAMS!
I HAVE BROUGHT YOU HERE TO DO THAT WHICH YOU DO BEST.. TO FIGHT A MIGHTY ENEMY!
NOT EVEN CAPTAIN AMERICA CAN STAND UP TO THE INVINCIBLE BLADE OF THE SWORDSMAN, OR TO POWER MAN'S AWESOME, SUPER-HUMAN STRENGTH!

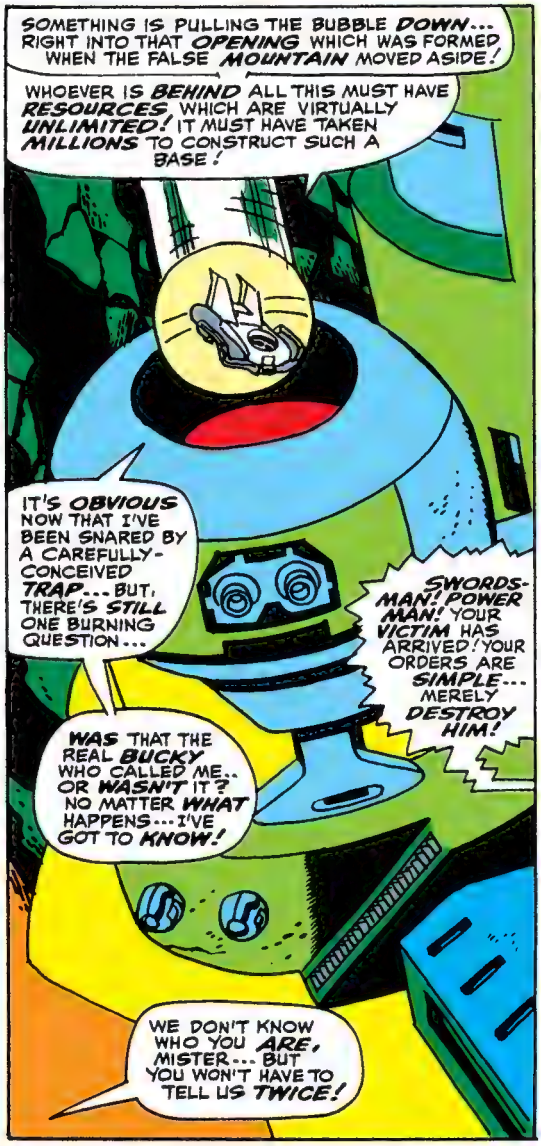

CAPTAIN AMERICA!!! EVEN IF YOU DIDN'T PAY US, WE WOULDN'T TURN THIS JOB DOWN! WE'VE FOUGHT HIM BEFORE!
I AM WELL AWARE OF THAT! THAT IS THE REASON YOU WERE THE ONES I CHOSE!
YOU BOTH HAVE A MOTIVE THAT GOES BEYOND MERE MONEY...YOU BOTH HAVE AN INSATIABLE THIRSTING FOR REVENGE!
BUT, TRAPPING CAPTAIN AMERICA ISN'T AS EASY AS YOU MAKE IT SOUND!
WE ALL KNOW THAT... BUT WHAT'S YOUR ANGLE?
HOW WILL YOU GET HIM HERE?
THAT WILL BE REVEALED... WHEN THE TIME COMES..!
A GOOD QUESTION, SWORDSMAN! BUT IT HAS ALREADY BEEN ARRANGED!


NOTICE THE AIR CRAFT WHICH EVEN NOW APPROACHES SEA GULL ISLE! ITS LONE OCCUPANT IS THE STAR-SPANGLED AVENGER... SEARCHING FOR HIS FORMER PARTNER... BUCKY!
BUT, BUCKY'S BEEN DEAD FOR YEARS! EVERYBODY KNOWS THAT!
WHO CARES ABOUT HIM... JUST SO LONG AS WE GET ANOTHER CRACK AT CAPTAIN AMERICA!
BUT, HOW COME WE WERE BROUGHT HERE TRAPPED IN A BUBBLE... AND HE ARRIVES UNDER HIS OWN STEAM?

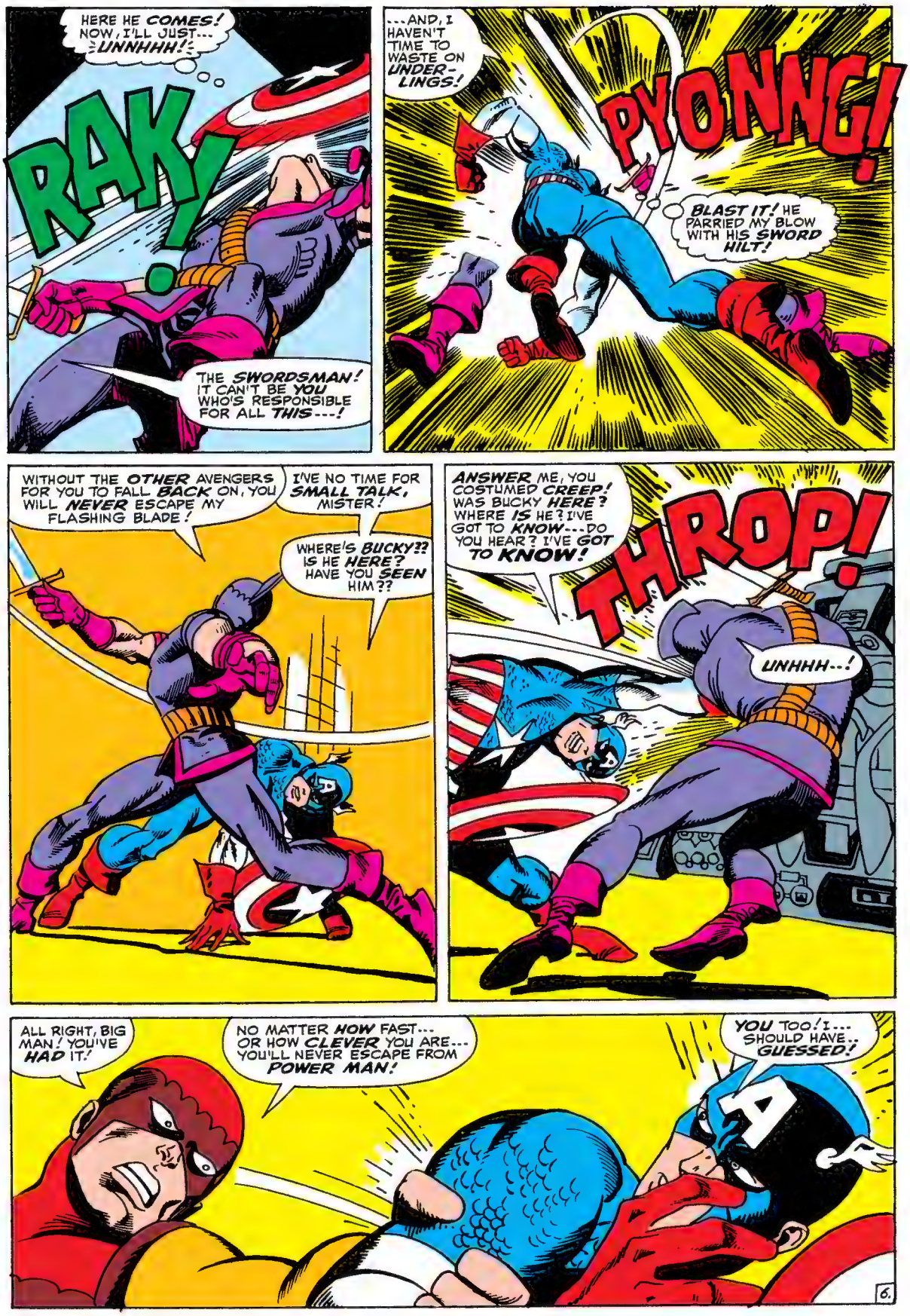

HE SHALL NOT REMAIN "UNDER HIS OWN STEAM" MUCH LONGER! --WATCH!
THAT NUTTY-LOOKIN' RAY GUN... WHAT'S IT DOING?
FIRING, OF COURSE! IT'S ABOUT TO CATCH AN AVENGER!
ZZZZZZZ
4.

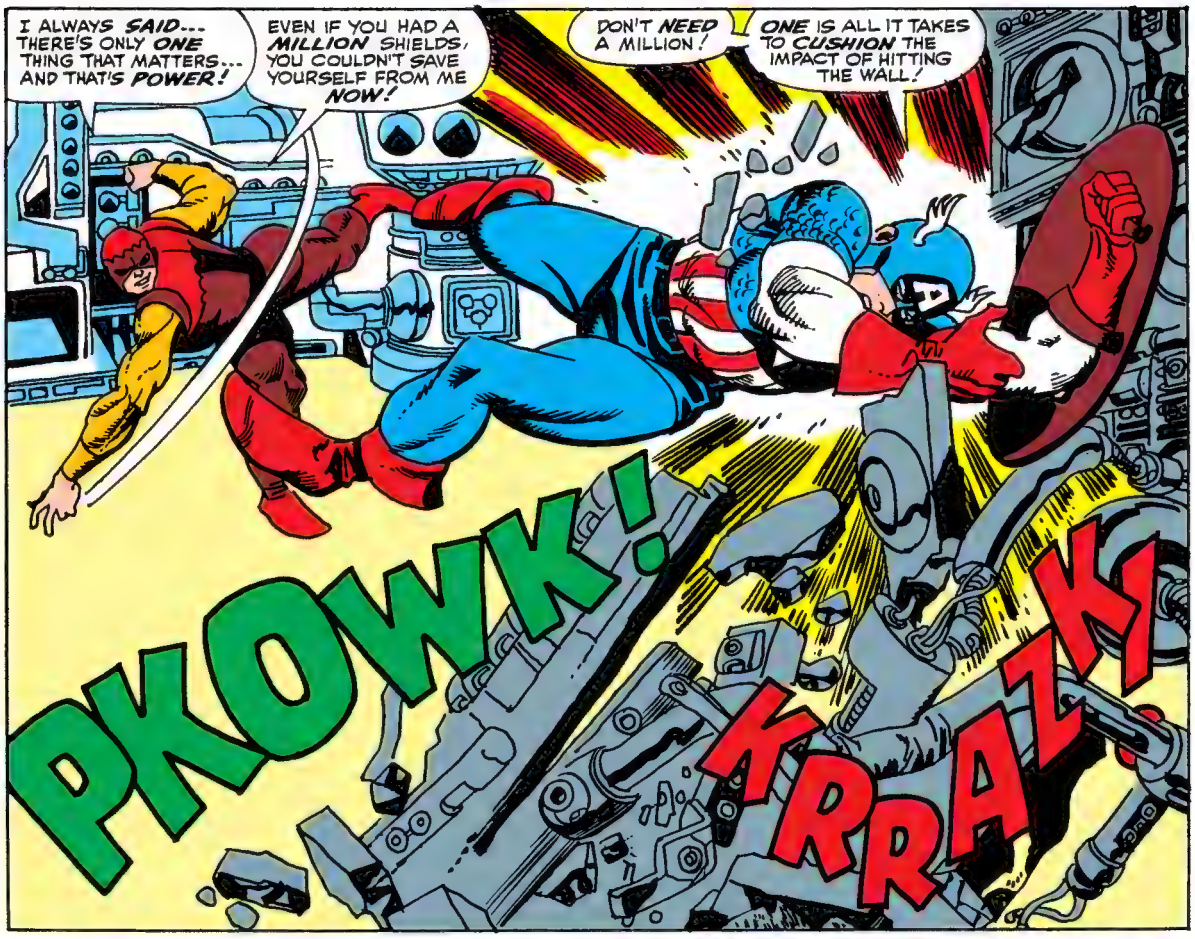

SO THAT'S HOW THE PLASTIC BUBBLE IS CREATED! IT'S FORMED BY THE RAY GUN!
AS SOON AS THE BEAM REACHED ITS TARGET, IT SOLIDIFIED INTO A CIRCULAR SHAPE, SURROUNDING THE ENTIRE AIRSHIP!
BUT... WHAT'S THE NEXT STEP?

AND, WITHIN THE NOW-CAPTIVE CRAFT, CAPTAIN AMERICA PONDERS THE SAME QUESTION ---
THE SHIP'S CAUGHT WITHIN SOME STRANGE, ROUND PLASTIC GLOBE!
MY CONTROLS NO LONGER OPERATE!
WHOEVER IS WAITING DOWN BELOW WAS READY FOR ME... AND I FLEW HEADLONG INTO HIS TRAP!
BUT, I'D ENTER A THOUSAND TRAPS... FOR EVEN THE SLIMMEST CHANCE OF FINDING BUCKY, AGAIN!

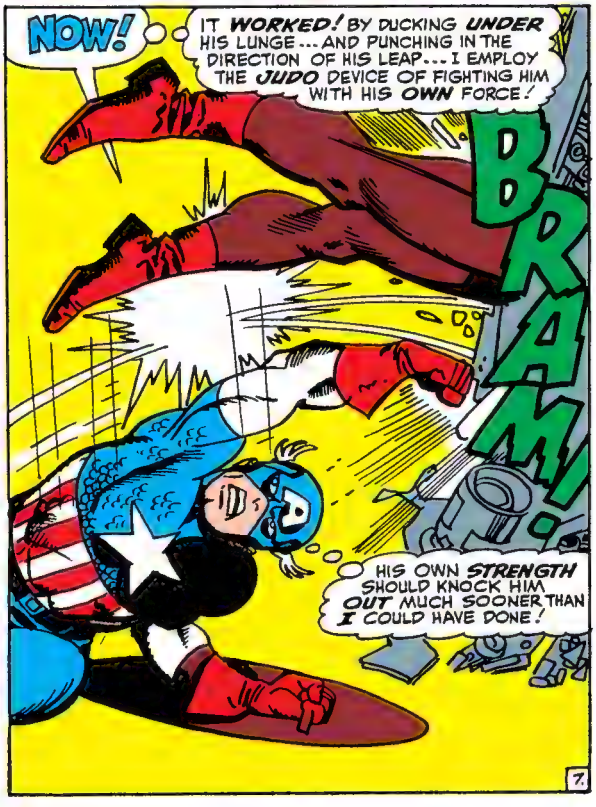

SOMETHING IS PULLING THE BUBBLE DOWN... RIGHT INTO THAT OPENING WHICH WAS FORMED WHEN THE FALSE MOUNTAIN MOVED ASIDE!
WHOEVER IS BEHIND ALL THIS MUST HAVE RESOURCES WHICH ARE VIRTUALLY UNLIMITED! IT MUST HAVE TAKEN MILLIONS TO CONSTRUCT SUCH A BASE!
IT'S OBVIOUS NOW THAT I'VE BEEN SNARED BY A CAREFULLY-CONCEIVED TRAP... BUT, THERE'S STILL ONE BURNING QUESTION...
WAS THAT THE REAL BUCKY WHO CALLED ME.. OR WASN'T IT? NO MATTER WHAT HAPPENS... I'VE GOT TO KNOW!
SWORDSMAN! POWER MAN! YOUR VICTIM HAS ARRIVED! YOUR ORDERS ARE SIMPLE... MERELY DESTROY HIM!
WE DON'T KNOW WHO YOU ARE, MISTER... BUT YOU WON'T HAVE TO TELL US TWICE!

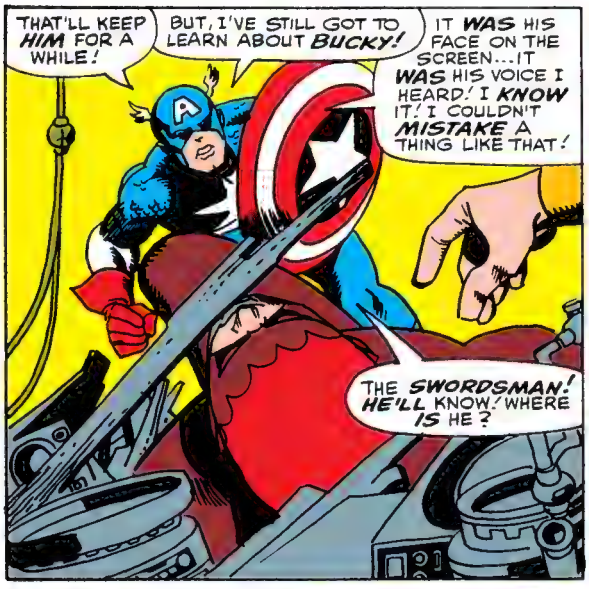
HE'S LANDED! THE BUBBLE WILL BE FADING AWAY ANY SECOND, AND HE'LL BE FREE!
BUT, NOT FOR LONG, HE WON'T! AS SOON AS HE STEPS OUT OF THAT CONTRAPTION, HE'S GONNA BE MINE!
POWER MAN, YOU'RE A FOOL! HE BEAT YOU IN THE PAST, BECAUSE YOU DIDN'T STOP TO USE YOUR HEAD!
LET'S WORK AS A TEAM! YOU CAN'T DEFEAT CAPTAIN AMERICA BY BRUTE STRENGTH ALONE!
THWUP!
REMEMBER THAT, BLADE-SLINGER! I GET 'IM FIRST!
ALL RIGHT, RUN, YOU MUSCLE-BOUND MORON! I'LL CIRCLE AROUND THE OTHER WAY AND REACH HIM FIRST!

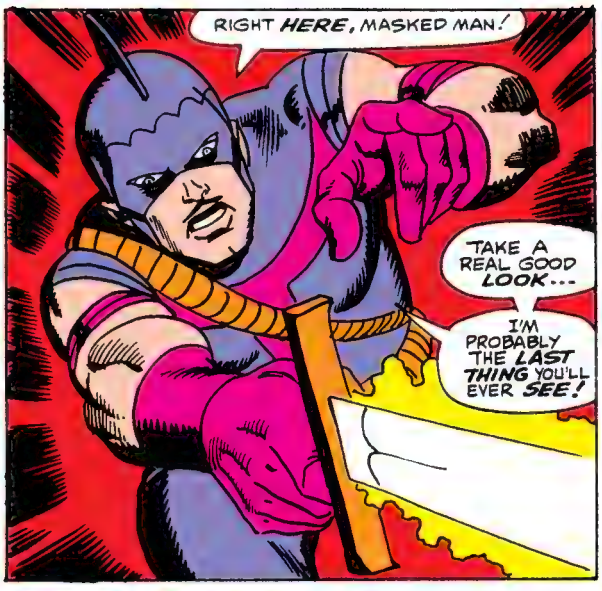

HERE HE COMES! NOW, I'LL JUST... UNNHHH!
RAK!
THE SWORDSMAN! IT CAN'T BE YOU WHO'S RESPONSIBLE FOR ALL THIS---!
...AND, I HAVEN'T TIME TO WASTE ON UNDER-LINGS!
PYONNG!
BLAST IT! HE PARRIED MY BLOW WITH HIS SWORD HILT!
WITHOUT THE OTHER AVENGERS FOR YOU TO FALL BACK ON, YOU WILL NEVER ESCAPE MY FLASHING BLADE!
I'VE NO TIME FOR SMALL TALK, MISTER!
WHERE'S BUCKY?? IS HE HERE? HAVE YOU SEEN HIM??
ANSWER ME, YOU COSTUMED CREEP! WAS BUCKY HERE? WHERE IS HE? I'VE GOT TO KNOW---DO YOU HEAR? I'VE GOT TO KNOW!
THROP!
UNHHH--!
ALL RIGHT, BIG MAN! YOU'VE HAD IT!
NO MATTER HOW FAST... OR HOW CLEVER YOU ARE... YOU'LL NEVER ESCAPE FROM POWER MAN!
YOU TOO! I... SHOULD HAVE.. GUESSED!
6.


I ALWAYS SAID--- THERE'S ONLY ONE THING THAT MATTERS... AND THAT'S POWER!
EVEN IF YOU HAD A MILLION SHIELDS, YOU COULDN'T SAVE YOURSELF FROM ME NOW!
DON'T NEED A MILLION!
ONE IS ALL IT TAKES TO CUSHION THE IMPACT OF HITTING THE WALL!
PKOWK!
KRRAZK!

A LOT OF GOOD THAT'S GONNA DO YOU!
THE LONGER YOU KEEP FIGHTING BACK, THE MORE OF A BEATING YOU'LL TAKE--- UNTIL YOU'RE DONE FOR!
THIS'LL TAKE SPLIT-SECOND TIMING! AS SOON AS HE'S IN POSITION --- I'VE GOT TO MOVE! HIS OWN MOMENTUM WILL DO THE REST---!

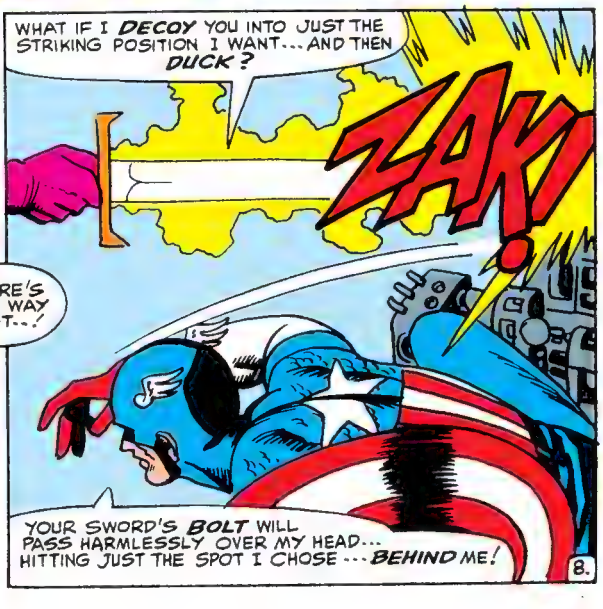

NOW!
IT WORKED! BY DUCKING UNDER HIS LUNGE --- AND PUNCHING IN THE DIRECTION OF HIS LEAP --- I EMPLOY THE JUDO DEVICE OF FIGHTING HIM WITH HIS OWN FORCE!
BRAM!
HIS OWN STRENGTH SHOULD KNOCK HIM OUT MUCH SOONER THAN I COULD HAVE DONE!

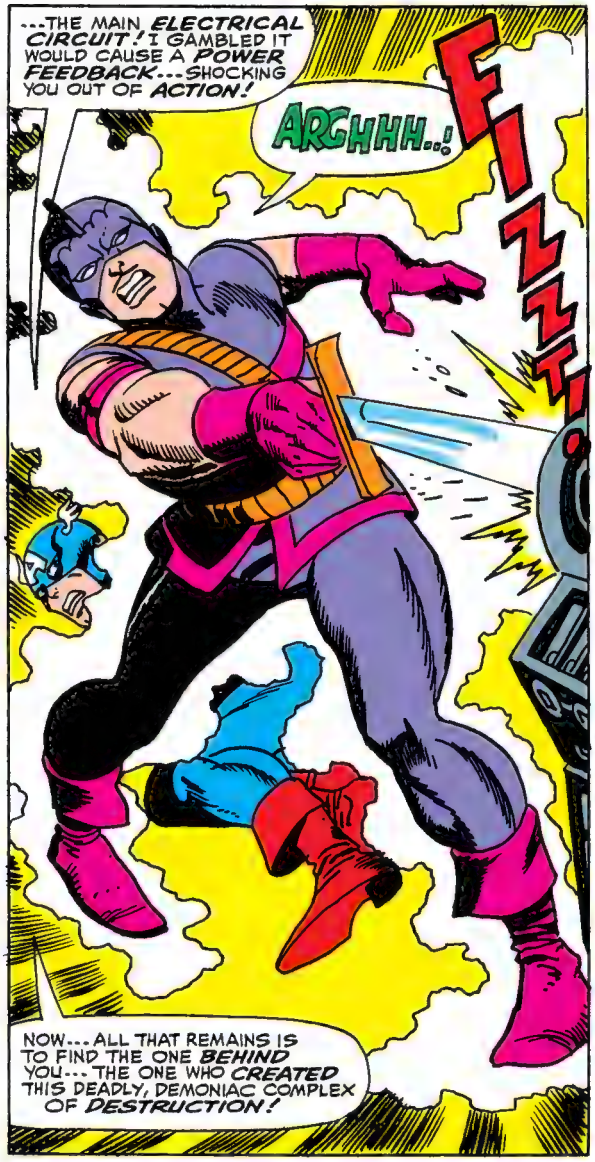

THAT'LL KEEP HIM FOR A WHILE!
BUT, I'VE STILL GOT TO LEARN ABOUT BUCKY!
IT WAS HIS FACE ON THE SCREEN...IT WAS HIS VOICE I HEARD! I KNOW IT! I COULDN'T MISTAKE A THING LIKE THAT!
THE SWORDSMAN! HE'LL KNOW! WHERE IS HE?


RIGHT HERE, MASKED MAN!
TAKE A REAL GOOD LOOK...
I'M PROBABLY THE LAST THING YOU'LL EVER SEE!

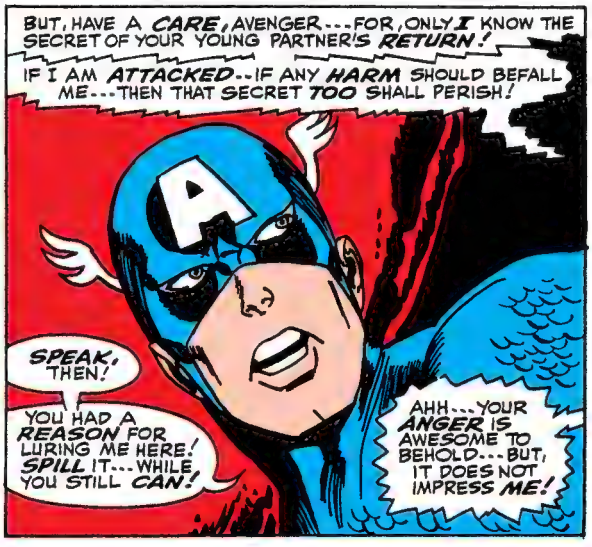
ZZZZZOKKK!
I FORGOT! HIS SWORD HAS ALL SORTS OF DEADLY DEVICES BUILT IN!
I'VE WAITED A LONG TIME FOR THIS GLORIOUS MOMENT, CAPTAIN AMERICA---

I'VE WAITED FAR TOO LONG FOR ME TO DENY MYSELF NOW!
YOU MUST BE DESTROYED! THERE'S NO OTHER WAY!
CLICK!
SPASS-ST!

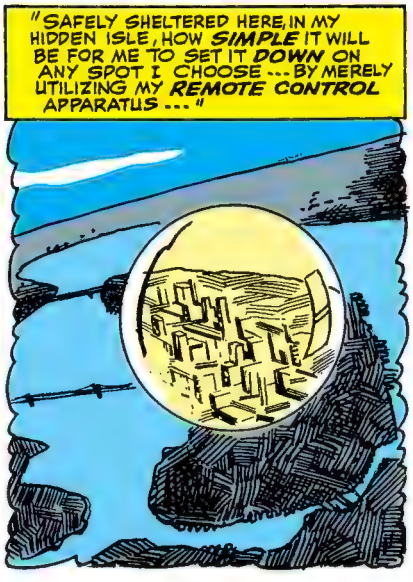

WHAT IF I DECOY YOU INTO JUST THE STRIKING POSITION I WANT...AND THEN DUCK?
ZAK!
THERE'S ONE WAY LEFT...!
YOUR SWORD'S BOLT WILL PASS HARMLESSLY OVER MY HEAD... HITTING JUST THE SPOT I CHOSE---BEHIND ME!

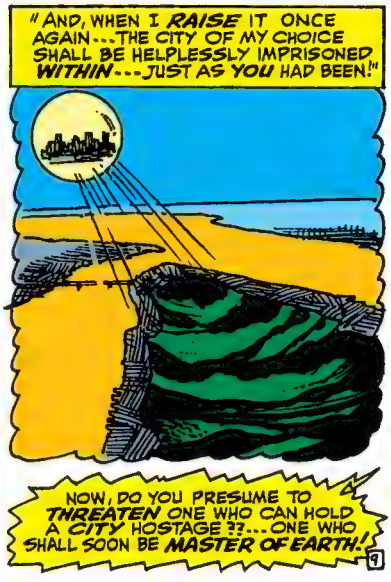

---THE MAIN ELECTRICAL CIRCUIT! I GAMBLED IT WOULD CAUSE A POWER FEEDBACK---SHOCKING YOU OUT OF ACTION!
ARGHHH..!
FIZZT!
NOW--- ALL THAT REMAINS IS TO FIND THE ONE BEHIND YOU--- THE ONE WHO CREATED THIS DEADLY, DEMONIAC COMPLEX OF DESTRUCTION!

YOUR QUEST IS NEARLY AT AN END, CAPTAIN AMERICA!---I AM THE ONE YOU SEEK!
THEY WERE BUT BUMBLING CATSPAWS!


BUT, HAVE A CARE, AVENGER---FOR, ONLY I KNOW THE SECRET OF YOUR YOUNG PARTNER'S RETURN!
IF I AM ATTACKED--IF ANY HARM SHOULD BEFALL ME---THEN THAT SECRET TOO SHALL PERISH!
SPEAK, THEN!
YOU HAD A REASON FOR LURING ME HERE! SPILL IT---WHILE YOU STILL CAN!
AHH---YOUR ANGER IS AWESOME TO BEHOLD---BUT, IT DOES NOT IMPRESS ME!

"FOR, I POSSESS POWER BEYOND YOUR IMAGINATION! IMAGINE THE SAME PLASTIC BUBBLE WITH WHICH YOU WERE CAPTURED--- PICTURE IT A THOUSAND TIMES LARGER---FLOATING OVER ANY CITY ON EARTH---"


"SAFELY SHELTERED HERE, IN MY HIDDEN ISLE, HOW SIMPLE IT WILL BE FOR ME TO SET IT DOWN ON ANY SPOT I CHOOSE---BY MERELY UTILIZING MY REMOTE CONTROL APPARATUS---"

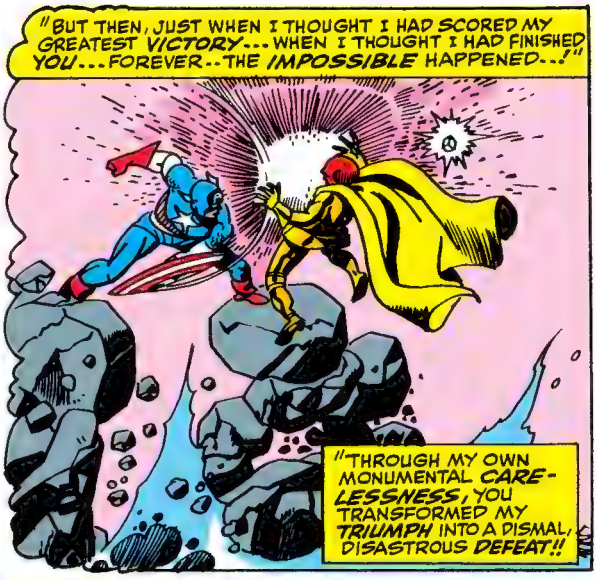

"AND, WHEN I RAISE IT ONCE AGAIN---THE CITY OF MY CHOICE SHALL BE HELPLESSLY IMPRISONED WITHIN---JUST AS YOU HAD BEEN!"
NOW, DO YOU PRESUME TO THREATEN ONE WHO CAN HOLD A CITY HOSTAGE ??---ONE WHO SHALL SOON BE MASTER OF EARTH!

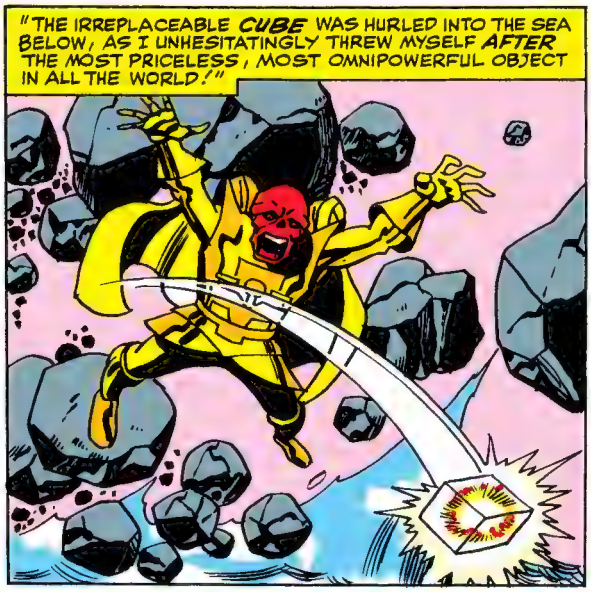
I'VE TACKLED POWER-CRAZED MADMEN BEFORE!
YOU'LL END UP THE SAME AS ALL THE OTHERS..!
NOW... YOU'VE GOT FIVE SECONDS TO TELL THE TRUTH ABOUT BUCKY...!
SO! YOU CONSIDER ME MERELY A POWER-CRAZED MADMAN, DO YOU?
WATCH HOW QUICKLY I FORCE YOU TO CHANGE YOUR TUNE! FIRST... I RENDER YOU TOTALLY HELPLESS..!
THE PLASTIC GLOBE!! IT'S ENGULFING ME AGAIN!!
CAN'T ESCAPE IT! IT'S TOO FAST!!
HE... SEEMS ABLE TO... MAKE IT APPEAR.. OUT OF NOWHERE!
WHOOSH!
YOU WASTE YOUR TIME, CAPTAIN AMERICA! NOTHING CAN SHATTER MY LITTLE PLASTIC TRINKET... UNLESS I SO DECIDE!
AND NOW... BEFORE THE END COMES... I SHALL CONFRONT YOU FACE-TO-FACE...
IT IS ONLY FITTING THAT I TELL YOU THE SECRET OF BUCKY ... BEFORE I DISPOSE OF YOU.. FOREVER!
HE'S RIGHT! I CAN'T BREAK OUT! BUT, AT LEAST I'LL SEE WHO MY CAPTOR IS...
IT MUST BE SOMEONE WHO HAS SOME REASON TO... WHA--?!!
YOU!
I RATHER THOUGHT YOU WOULD BE SURPRISED!
FEAST YOUR EYES WELL UPON ME... AS I SAVOR THIS TRIUMPHANT MOMENT... FOR, I AM THE LAST SIGHT YOU WILL EVER AGAIN BEHOLD!!
NEXT ISSUE:
"BACK FROM THE DEAD!"
10

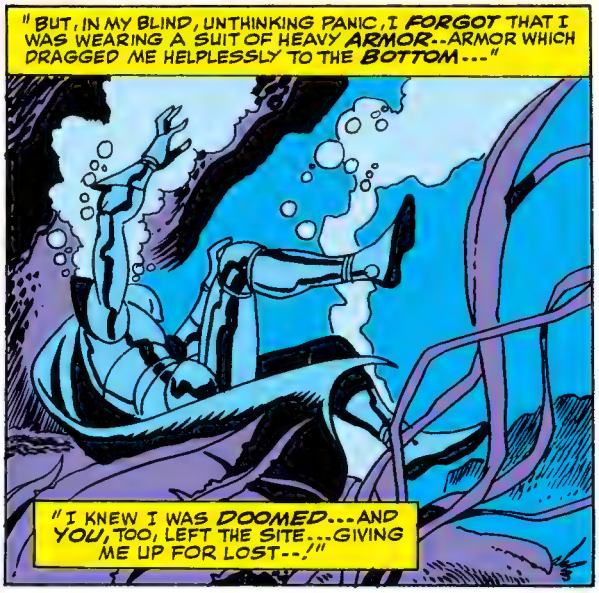
TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
89 MAY
"THE MONSTROUS MENACE OF...
..THE NEW MYSTERIOUS MELTER!"

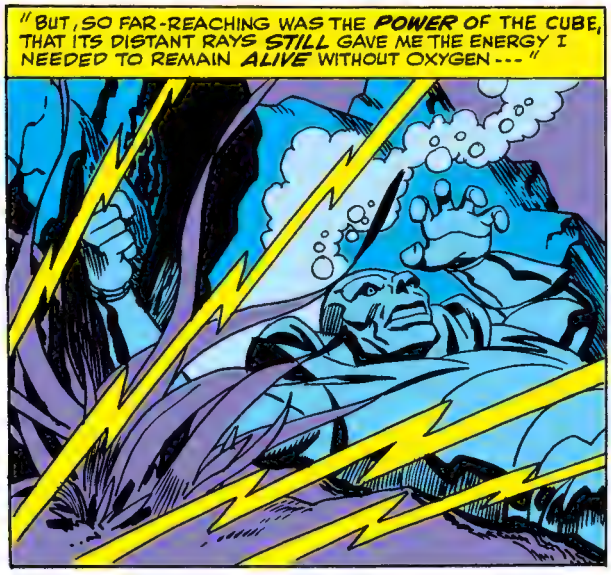
"BACK FROM THE DEAD!"
THE RED SKULL! IT'S YOU! YOU'RE ALIVE!
OF COURSE, YOU WITLESS STAR-SPANGLED SIMPLETON!
I HAVE BEEN MERELY TOYING WITH YOU--PAYING YOU BACK IN KIND FOR THE FATE I NEARLY SUFFERED DUE TO YOUR BUMBLING INTERFERENCE!
LURED TO MYSTERIOUS SEA GULL ISLE BY A DESPERATE CALL FROM ONE WHO CLAIMED TO BE BUCKY BARNES, CAP'S FIGHTING PARTNER OF WORLD WAR II, THE GALLANT AVENGER SPEEDS TO THE SPOT, ONLY TO BE CHALLENGED BY POWER MAN AND THE SWASH-BUCKLING SWORDSMAN!
HOWEVER, OUR SHIELD-SLINGING SENTINEL SUCCEEDS IN DEFEATING THEM BOTH, ONLY TO COME FACE-TO-FACE WITH THE REAL MASTER OF MENACE WHO HAD PLANNED THE ENTIRE FATAL TRAP---!
OH, BY THE WAY..."BACK FROM THE DEAD" DOESN'T MERELY PERTAIN TO THE RED SKULL HIMSELF! WHAT ELSE DO WE MEAN BY OUR TANTALIZING TITLE? HANG LOOSE, HERO---SHOCK-TIME'S A' COMIN'---!
AN AGONIZING, ACTION-PACKED EXTRAVAGANZA BY:
SMILIN' STAN LEE and GREGARIOUS GIL KANE
LETTERED BY: SAM ROSEN || KIBITZED BY: IRVING FORBUSH

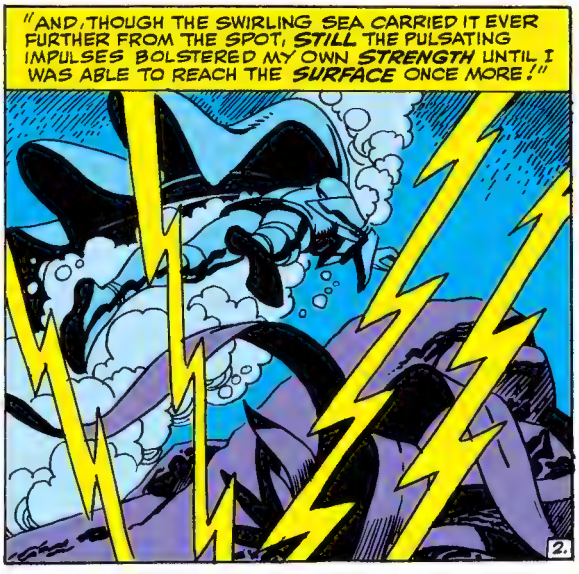
WHEN I POSSESSED THE MATCHLESS COSMIC CUBE--THOSE MANY MONTHS AGO...I HAD THE ENTIRE WORLD IN THE PALM OF MY HAND! *
THERE WAS NOTHING I COULD NOT ACCOMPLISH--NO FOE I COULD NOT DEFEAT! THE UNEARTHLY POWER OF THE GLEAMING CUBE WAS MINE ALONE!
*DON'T TAKE OUR WORD FOR IT, SKEPTICAL ONE...IT'S ALL IN SUSPENSE #81...JUST WHERE WE LEFT IT!--SUPERCILIOUS STAN.


"BUT THEN, JUST WHEN I THOUGHT I HAD SCORED MY GREATEST VICTORY...WHEN I THOUGHT I HAD FINISHED YOU...FOREVER--THE IMPOSSIBLE HAPPENED--!"
"THROUGH MY OWN MONUMENTAL CARELESSNESS, YOU TRANSFORMED MY TRIUMPH INTO A DISMAL, DISASTROUS DEFEAT!!

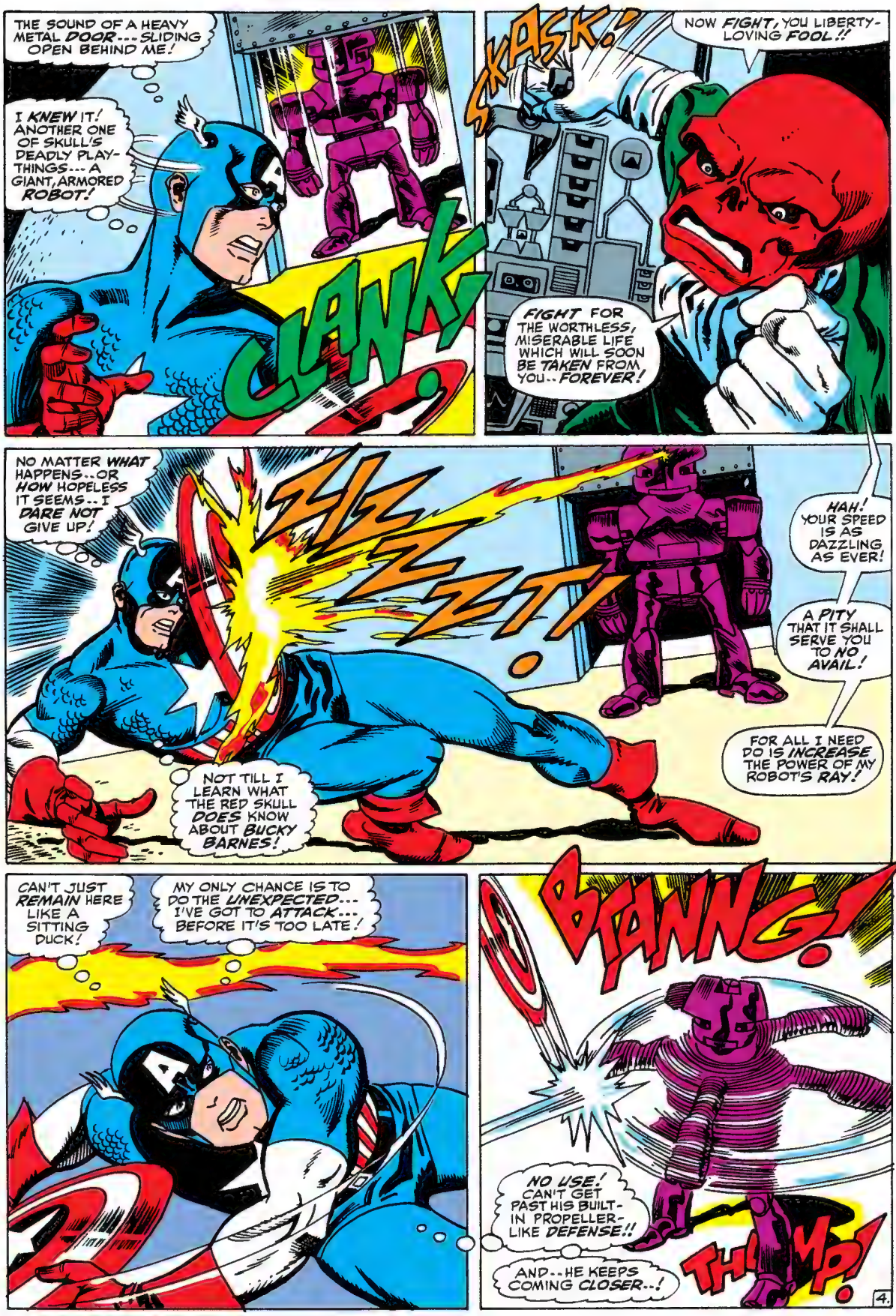

"THE IRREPLACEABLE CUBE WAS HURLED INTO THE SEA BELOW, AS I UNHESITATINGLY THREW MYSELF AFTER THE MOST PRICELESS, MOST OMNIPOWERFUL OBJECT IN ALL THE WORLD!"

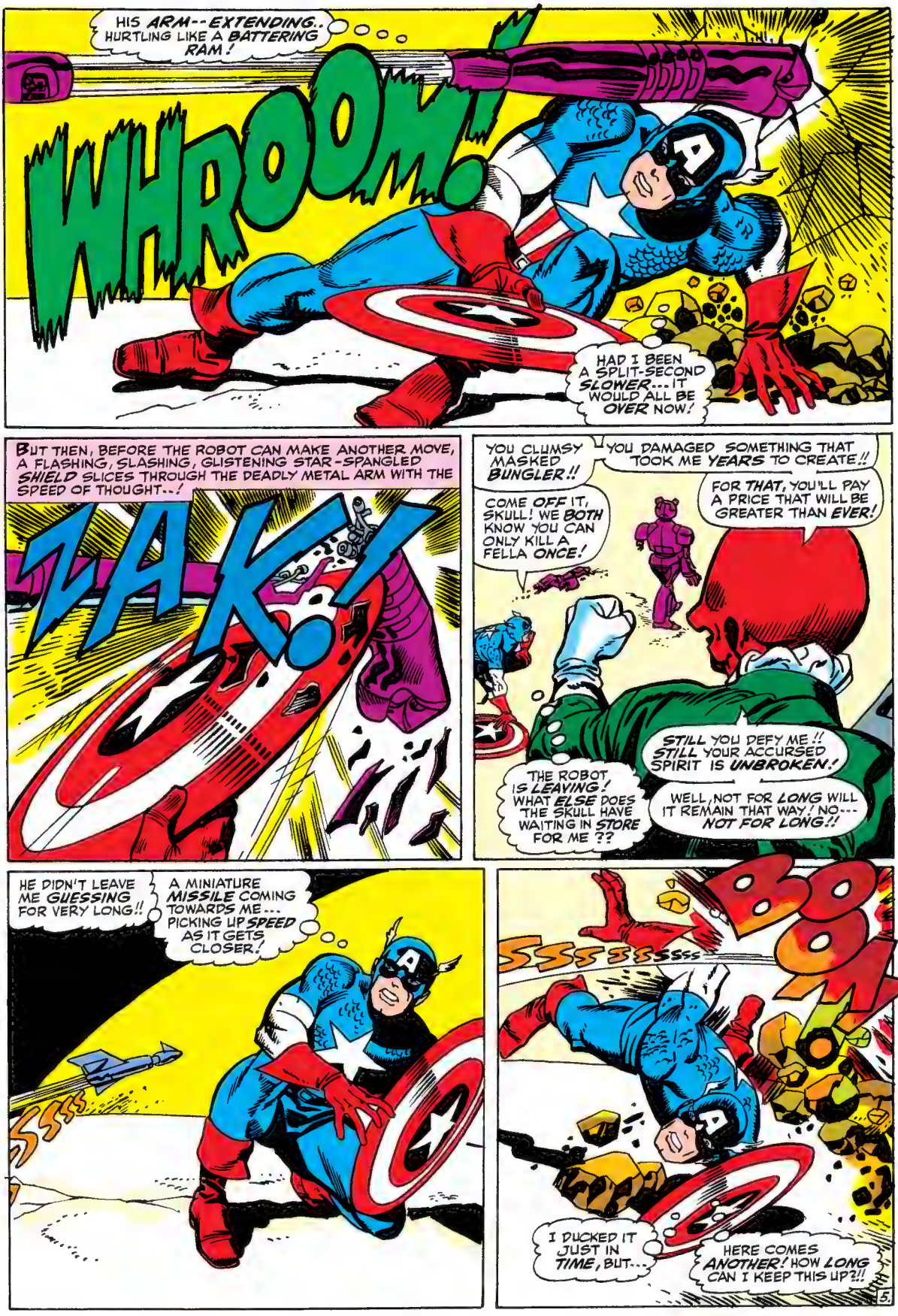

"BUT, IN MY BLIND, UNTHINKING PANIC, I FORGOT THAT I WAS WEARING A SUIT OF HEAVY ARMOR--ARMOR WHICH DRAGGED ME HELPLESSLY TO THE BOTTOM..."
"I KNEW I WAS DOOMED...AND YOU, TOO, LEFT THE SITE...GIVING ME UP FOR LOST--!"


"BUT, SO FAR-REACHING WAS THE POWER OF THE CUBE, THAT ITS DISTANT RAYS STILL GAVE ME THE ENERGY I NEEDED TO REMAIN ALIVE WITHOUT OXYGEN..."


"AND, THOUGH THE SWIRLING SEA CARRIED IT EVER FURTHER FROM THE SPOT, STILL THE PULSATING IMPULSES BOLSTERED MY OWN STRENGTH UNTIL I WAS ABLE TO REACH THE SURFACE ONCE MORE!"
2.

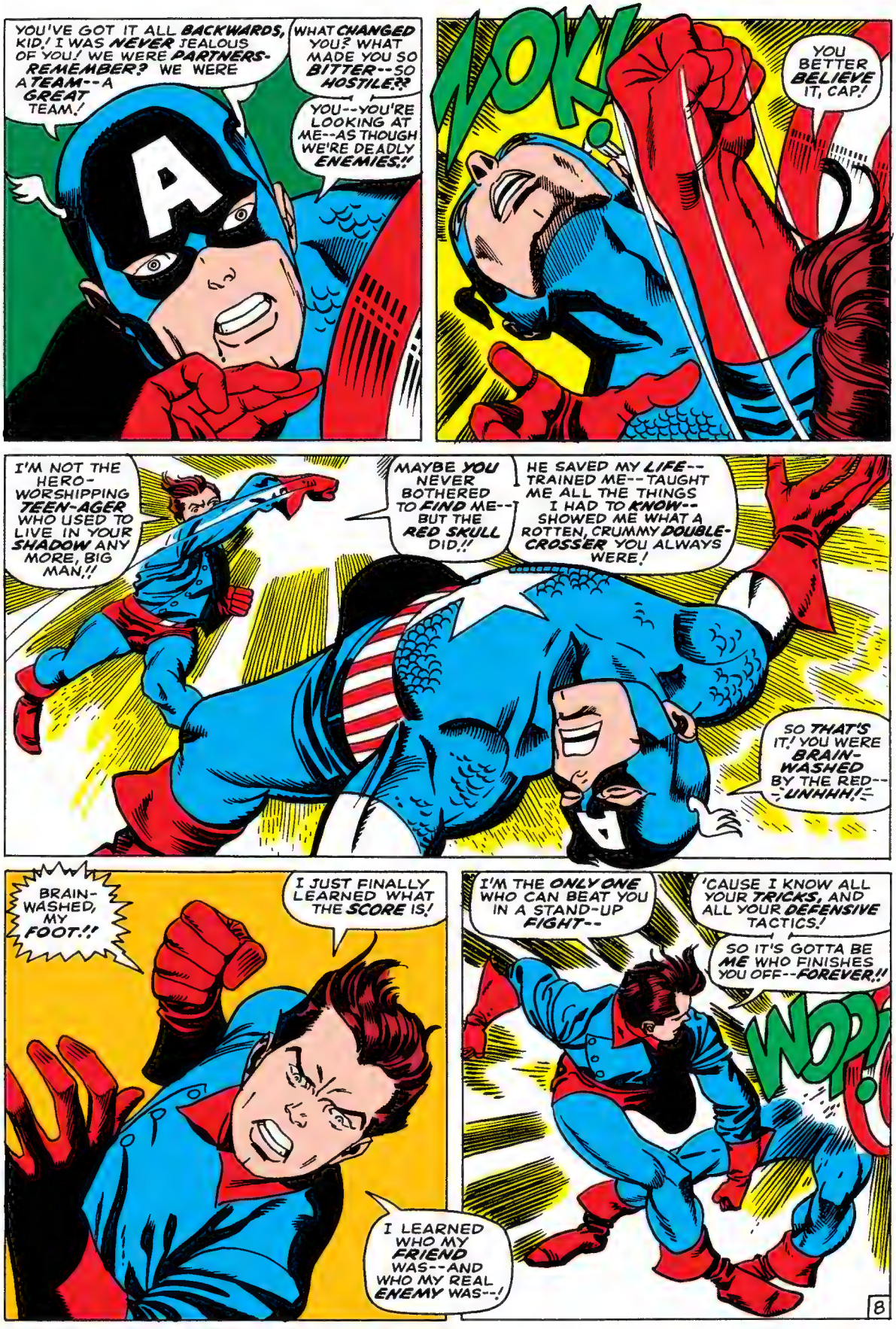
"BY THE TIME I FINALLY REACHED SAFETY, YOU HAD LONG SINCE DEPARTED--- BUT MY BRAIN WAS ALREADY DEVISING A FITTING REVENGE UPON THE MAN WHO HAD COST ME MASTERY OF---THE WORLD!"
SEA GULL ISLE---ONE OF THE MANY VAST, SECRET INSTALLATIONS THE FUEHRER PROVIDED FOR ME IN THE DAYS WHEN WE THOUGHT THE REICH WOULD LIVE FOR A THOUSAND YEARS!
IT IS THERE... AMIDST MY GREATEST WEAPONS--THAT CAPTAIN AMERICA MUST MEET HIS DEATH!
AND NOW, SINCE I HAVE TRANSPORTED POWER MAN AND HIS SWORD-SWINGING ALLY AWAY FROM THIS ISLE, WE ARE FREE TO CONTINUE WITH OUR LETHAL LITTLE TABLEAU---
THEN, WHEN YOU HAVE FINALLY MET THE FATE WHICH I HAVE PREORDAINED FOR YOU, I SHALL RESUME MY ETERNAL PLAN TO PUT ALL OF MANKIND UNDER THE MERCILESS RULE OF ITS MASTER---THE REDOUBTABLE RED SKULL!
NOTICE HOW MY UNCANNY PLASTIC BUBBLE TRANSPORTS YOU WHEREVER I WISH IT TO!
IT IS JUST SUCH A DEVICE, MAGNIFIED MANY THOUSAND TIMES, WHICH WILL BRING THE POWERS OF EARTH TO THEIR KNEES...
FOR I SHALL USE JUST SUCH AN UNSHATTERABLE BUBBLE TO IMPRISON ACTUAL CITIES, UNTIL A HELPLESS, TERROR-STRICKEN MANKIND BEGS THE RED SKULL FOR ITS OWN LIBERATION!
AND, LIBERATE THEM I SHALL---ALTHOUGH IT WILL BE UPON MY TERMS ALONE!
HOWEVER, I FEAR MY SOLILOQUEY MAY PROVE TIRESOME TO YOU!
THEREFORE, LET US NOW RETURN TO THE MATTER AT HAND---NAMELY, THE FINAL EXECUTION OF CAPTAIN AMERICA!
NEEDLESS TO SAY, THIS IS SO GRATIFYING AN EXPERIENCE--SO LONG-AWAITED A VICTORY--- THAT I DON'T WANT IT TO END TOO SOON!
BY SIMPLY THROWING A SWITCH, HE CAUSED A HUGE OPENING TO APPEAR IN THE FLOOR BENEATH US--
AND THE PLASTIC BUBBLE IS BRINGING ME DOWN TO THE BOTTOM AS THOUGH IT HAS A MIND OF ITS OWN!
THEREFORE, I TRUST YOU WILL FORGIVE ME IF I SEEM TO DELAY YOUR ULTIMATE DESTRUCTION JUST A LITTLE WHILE LONGER!
A MAN OF ACTION SUCH AS YOURSELF SHOULD NOT BE SO RUDELY CONFINED!
THEREFORE, MY INSTINCTIVE SENSE OF CHARITY CAUSES ME TO SET YOU FREE!
THAK!
ALTHOUGH FREEDOM, ALAS, CAN BRING NEW DANGERS... AS YOU ARE NOW ABOUT TO LEARN!
3.


THE SOUND OF A HEAVY METAL DOOR--- SLIDING OPEN BEHIND ME!
I KNEW IT! ANOTHER ONE OF SKULL'S DEADLY PLAY-THINGS--- A GIANT, ARMORED ROBOT!
CLANK!
SKASK!
NOW FIGHT, YOU LIBERTY-LOVING FOOL!!
FIGHT FOR THE WORTHLESS, MISERABLE LIFE WHICH WILL SOON BE TAKEN FROM YOU--FOREVER!
NO MATTER WHAT HAPPENS--OR HOW HOPELESS IT SEEMS--I DARE NOT GIVE UP!
ZZZZT!
NOT TILL I LEARN WHAT THE RED SKULL DOES KNOW ABOUT BUCKY BARNES!
HAH! YOUR SPEED IS AS DAZZLING AS EVER!
A PITY THAT IT SHALL SERVE YOU TO NO AVAIL!
FOR ALL I NEED DO IS INCREASE THE POWER OF MY ROBOT'S RAY!
CAN'T JUST REMAIN HERE LIKE A SITTING DUCK!
MY ONLY CHANCE IS TO DO THE UNEXPECTED--- I'VE GOT TO ATTACK--- BEFORE IT'S TOO LATE!
BTANNG!
NO USE! CAN'T GET PAST HIS BUILT-IN PROPELLER-LIKE DEFENSE!!
AND--HE KEEPS COMING CLOSER--!
THUMP!

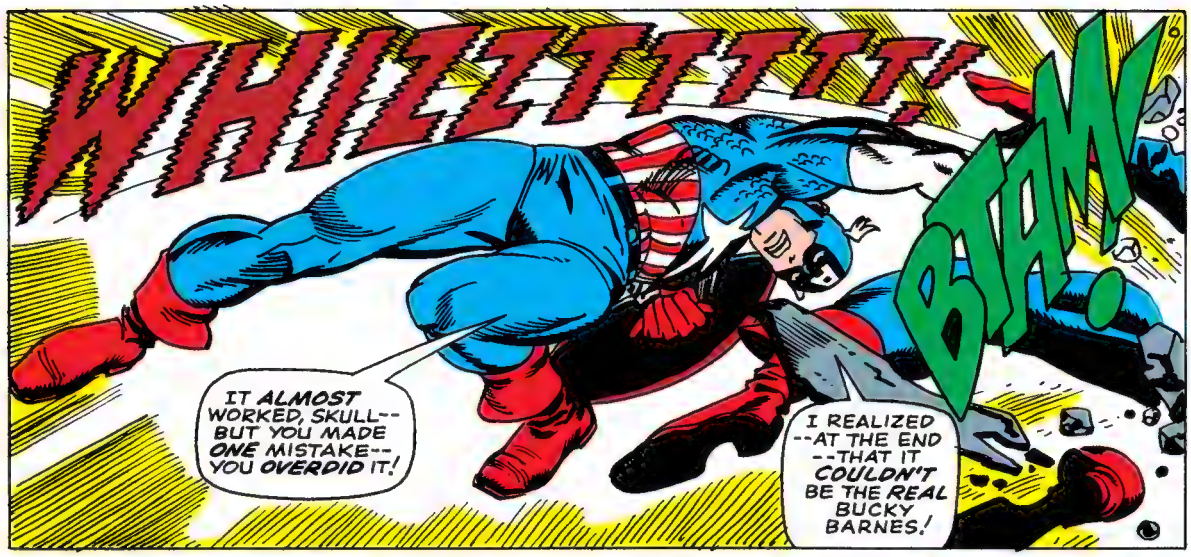

HIS ARM--EXTENDING.. HURTLING LIKE A BATTERING RAM!
WHROOM!
HAD I BEEN A SPLIT-SECOND SLOWER... IT WOULD ALL BE OVER NOW!
BUT THEN, BEFORE THE ROBOT CAN MAKE ANOTHER MOVE, A FLASHING, SLASHING, GLISTENING STAR-SPANGLED SHIELD SLICES THROUGH THE DEADLY METAL ARM WITH THE SPEED OF THOUGHT..!
ZAK!
YOU CLUMSY MASKED BUNGLER!!
YOU DAMAGED SOMETHING THAT TOOK ME YEARS TO CREATE!!
FOR THAT, YOU'LL PAY A PRICE THAT WILL BE GREATER THAN EVER!
COME OFF IT, SKULL! WE BOTH KNOW YOU CAN ONLY KILL A FELLA ONCE!
STILL YOU DEFY ME!! STILL YOUR ACCURSED SPIRIT IS UNBROKEN!
THE ROBOT IS LEAVING! WHAT ELSE DOES THE SKULL HAVE WAITING IN STORE FOR ME ??
WELL, NOT FOR LONG WILL IT REMAIN THAT WAY! NO--- NOT FOR LONG!!
HE DIDN'T LEAVE ME GUESSING FOR VERY LONG!!
A MINIATURE MISSILE COMING TOWARDS ME... PICKING UP SPEED AS IT GETS CLOSER!
SSSS
SSSSSSSSS
BOOM
I DUCKED IT JUST IN TIME, BUT...
HERE COMES ANOTHER! HOW LONG CAN I KEEP THIS UP?!!
5.

HE'S JUST TOYING WITH ME NOW--CAUSING IT TO GO 'ROUND IN CIRCLES, SO I WON'T KNOW WHEN IT'LL ATTACK!
MY ONLY CHANCE IS TO STRIKE AT HIS ACHILLES HEEL--HIS MAD, UNHOLY PRIDE!
I'M DISAPPOINTED IN YOU, SKULL! I KNOW I'M TRAPPED--BUT I EXPECTED YOU TO COME UP WITH SOMETHING FAR CLEVERER, FAR WORTHIER OF THE RED SKULL!
ANY TWO-BIT, PENNY-ANTE HOOD IN TOWN COULD HAVE DREAMED UP A CAPER LIKE THIS!
PERHAPS YOU'RE RIGHT, CAPTAIN AMERICA!
AND, SINCE YOU ARE DOOMED ANYWAY, I MIGHT AS WELL FOREGO THE REMAINDER OF THE PRELIMINARIES AND GET TO THE MAIN EVENT--!
SO FAR, SO GOOD! HE'S REMOVING THE MISSILE!
BUT NOW--WHAT'S NEXT IN STORE?!!
PREPARE YOURSELF, AVENGER--PREPARE FOR THE GREATEST SHOCK OF ALL!
NOT ONLY ARE YOU ABOUT TO MEET YOUR WELL-DESERVED FINISH, BUT--
IT WILL BE AT THE HANDS OF--THE LAST ONE ON EARTH FROM WHOM YOU WOULD EXPECT SUCH A FATE--!
CLAK!
YOU!!
IT--IT JUST CAN'T BE!!
SURPRISED, CAPTAIN AMERICA? AHH, BUT THE GREATEST SURPRISE IS YET TO COME--!!

NO, CAP--YOUR EYES AREN'T PLAYING TRICKS ON YOU!!
IT'S ME, ALL RIGHT!! I'M A LITTLE OLDER--I'M A LITTLE BIGGER--AND STRONGER--BUT I'M STILL--
BUCKY BARNES!
BUT--IT CAN'T-BE! YOU'RE DEAD!! I SAW YOU DIE! IT ISN'T POSSIBLE--AFTER ALL THESE YEARS--!!
WHAT'S WRONG, CAP?? YOU SOUND DIS-APPOINTED! IS THAT IT?
I FORGOT TO MENTION ONE OTHER THING--I'M ALSO A LOT SMARTER NOW!
I REALIZE NOW THAT YOU WERE JEALOUS OF ME--YOU ALWAYS ENVIED ME!! YOU WANTED THE LIMELIGHT--THE GLORY--ALL TO YOURSELF!
THAT'S WHY YOU LET ME DIE!! THAT'S WHY YOU NEVER BOTHERED SEARCHING FOR ME--AFTER ALL THESE YEARS!! I KNOW THE TRUTH AT LAST!
NO, BUCKY--NO! YOU'RE MAD--!
YOU'VE GOT IT ALL WRONG, SON--!
THWP!
IT WON'T WORK, MISTER! YOU'LL NEVER FAST-TALK ME INTO ANYTHING AGAIN!
BUCKY--WAIT!! UHHH!
I'VE BEEN WAITING TOO LONG FOR MY CHANCE--TO PAY YOU BACK!

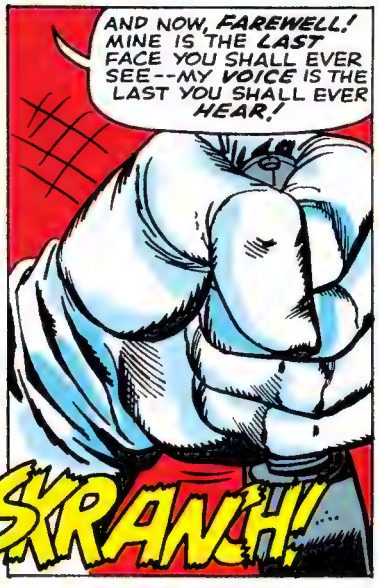

YOU'VE GOT IT ALL BACKWARDS, KID! I WAS NEVER JEALOUS OF YOU! WE WERE PARTNERS-REMEMBER? WE WERE A TEAM--A GREAT TEAM!
WHAT CHANGED YOU? WHAT MADE YOU SO BITTER--SO HOSTILE??
YOU--YOU'RE LOOKING AT ME--AS THOUGH WE'RE DEADLY ENEMIES!!
ZOK!
YOU BETTER BELIEVE IT, CAP!
I'M NOT THE HERO-WORSHIPPING TEEN-AGER WHO USED TO LIVE IN YOUR SHADOW ANY MORE, BIG MAN!!
MAYBE YOU NEVER BOTHERED TO FIND ME--BUT THE RED SKULL DID!!
HE SAVED MY LIFE--TRAINED ME--TAUGHT ME ALL THE THINGS I HAD TO KNOW--SHOWED ME WHAT A ROTTEN, CRUMMY DOUBLE-CROSSER YOU ALWAYS WERE!
SO THAT'S IT! YOU WERE BRAIN-WASHED BY THE RED--UNHHH!
BRAIN-WASHED, MY FOOT!!
I JUST FINALLY LEARNED WHAT THE SCORE IS!
I LEARNED WHO MY FRIEND WAS--AND WHO MY REAL ENEMY WAS--!
I'M THE ONLY ONE WHO CAN BEAT YOU IN A STAND-UP FIGHT--
'CAUSE I KNOW ALL YOUR TRICKS, AND ALL YOUR DEFENSIVE TACTICS!
SO IT'S GOTTA BE ME WHO FINISHES YOU OFF--FOREVER!!
WOP!

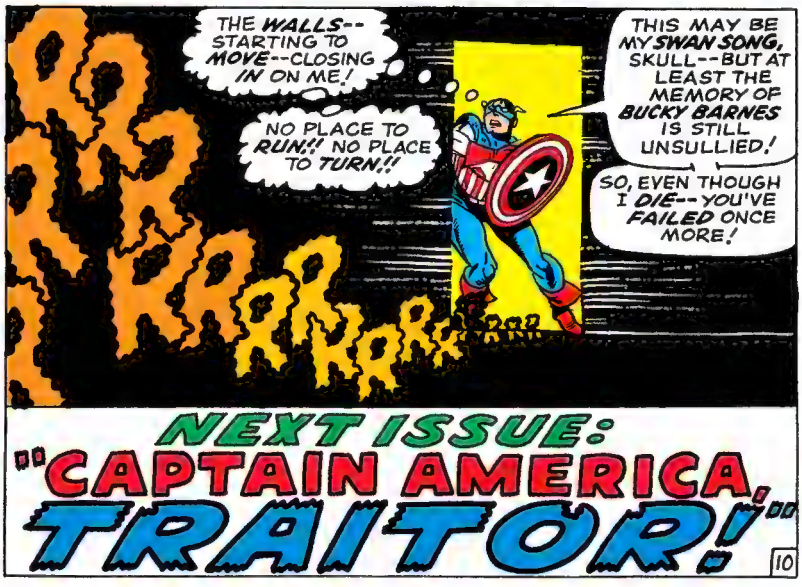
OKAY, KID--YOU CALLED IT! THE GLOVES ARE OFF NOW!
YOU'RE NOT THE BUCKY BARNES I ONCE KNEW! YOU'RE A MANIACAL, HATE-FILLED KILLER--THANKS TO THE RED SKULL!
IF IT MAKES YOU FEEL BETTER, CALL ME WHAT YOU WANT TO--IT DOESN'T MATTER ANYWAY!
YOU'LL NEVER GET OUT OF HERE ALIVE!
SKIP THE THREATS, MISTER!
IF YOU'VE GOT A PUNCH TO THROW--THROW IT!
YOU ASKED FOR IT--!
HAH! I THOUGHT YOU KNEW ALL MY OLD TRICKS?!!
HOW COME YOU DIDN'T REMEMBER THIS ONE, BRIGHT BOY?
THTOP!
YOU'RE AN OLD MAN BY NOW!! YOU CAN'T HOLD ME LIKE THAT!
THEN WHY DON'T YOU BREAK AWAY?
I WILL! I--- WILL--!
SURE! WHEN LIONS LEARN HOW TO MOO!
YOU'VE HAD IT, PAL!
L-LET ME UP--!
AS A MATTER OF FACT --I WILL!
--BECAUSE IT'LL GIVE ME A CHANCE TO END THIS FRACAS--ONCE AND FOR ALL!
IT'LL END, ALL RIGHT--BUT NOT THE WAY YOU EXPECT, YOU CRUMMY COSTUMED CLOWN!


WHIZZTTTTT!
BTAM!
IT ALMOST WORKED, SKULL--BUT YOU MADE ONE MISTAKE--YOU OVERDID IT!
I REALIZED --AT THE END --THAT IT COULDN'T BE THE REAL BUCKY BARNES!

AND IT LOOKS LIKE I WAS RIGHT!
INDEED A PITY, MY VALIANT VICTIM!
THE ROBOT WHOM I FASHIONED IN THE FORM OF YOUR LONG-DEAD PARTNER WOULD HAVE BEEN ONE OF MY GREATEST CREATIONS!

AND, HOW IT WOULD HAVE PLEASED ME IF YOU HAD GONE DOWN TO DEFEAT, THINKING YOUR OWN INSIPID PARTNER HAD FINALLY BETRAYED YOU!
BUT, NO MATTER! HERE, ON MY OWN FORTIFIED ISLAND, THE RED SKULL HOLDS ALL THE CARDS!
ALL I NEED DO IS CONSIGN YOU TO A DIFFERENT FATE! AND SO I SHALL!
YOU PUT UP A MOST DETERMINED STRUGGLE, CAPTAIN AMERICA! BUT I AM STILL THE VICTOR!



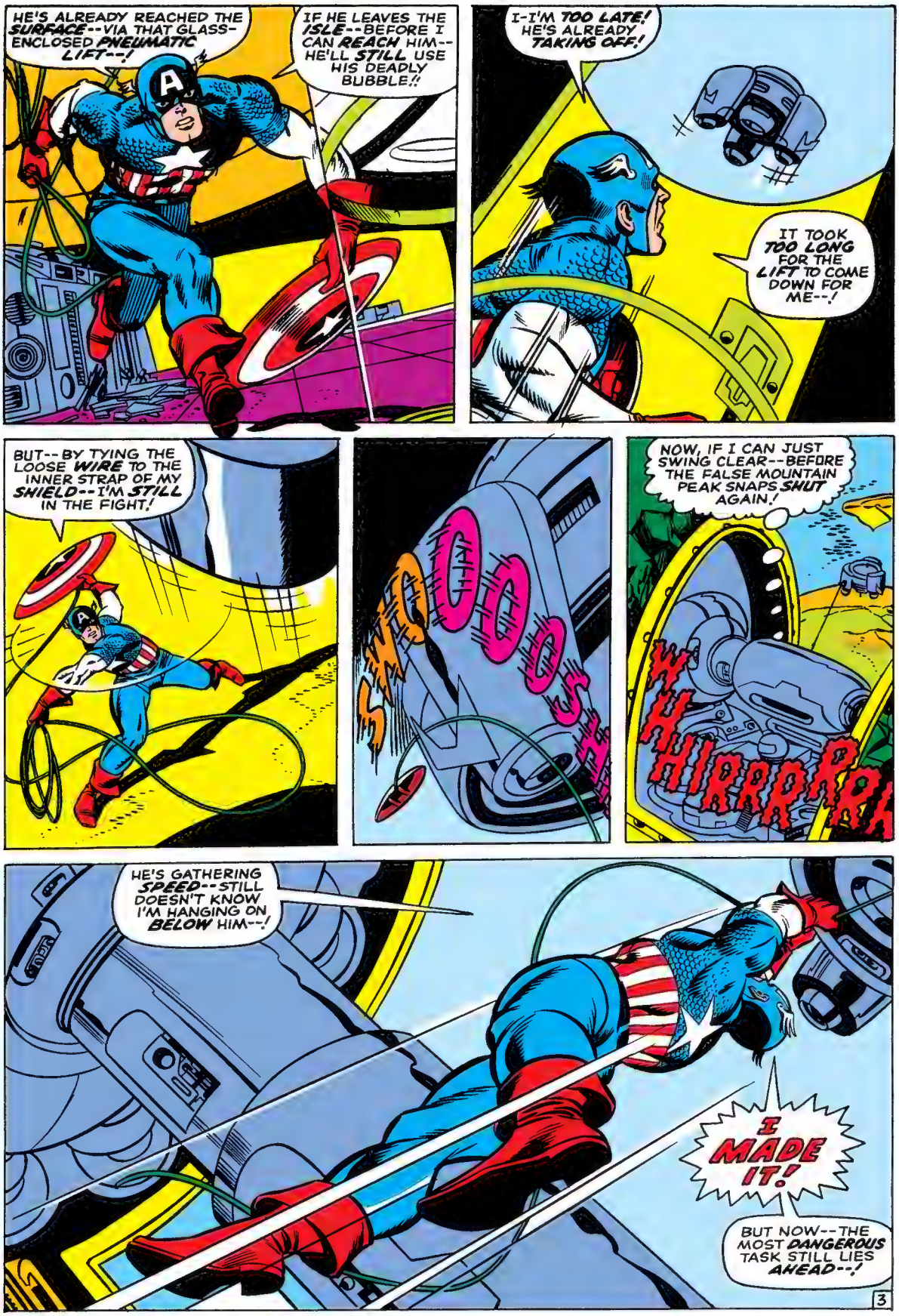

THE WALLS--STARTING TO MOVE--CLOSING IN ON ME!
NO PLACE TO RUN!! NO PLACE TO TURN!!
RRRRRRRR
THIS MAY BE MY SWAN SONG, SKULL--BUT AT LEAST THE MEMORY OF BUCKY BARNES IS STILL UNSULLIED!
SO, EVEN THOUGH I DIE--YOU'VE FAILED ONCE MORE!

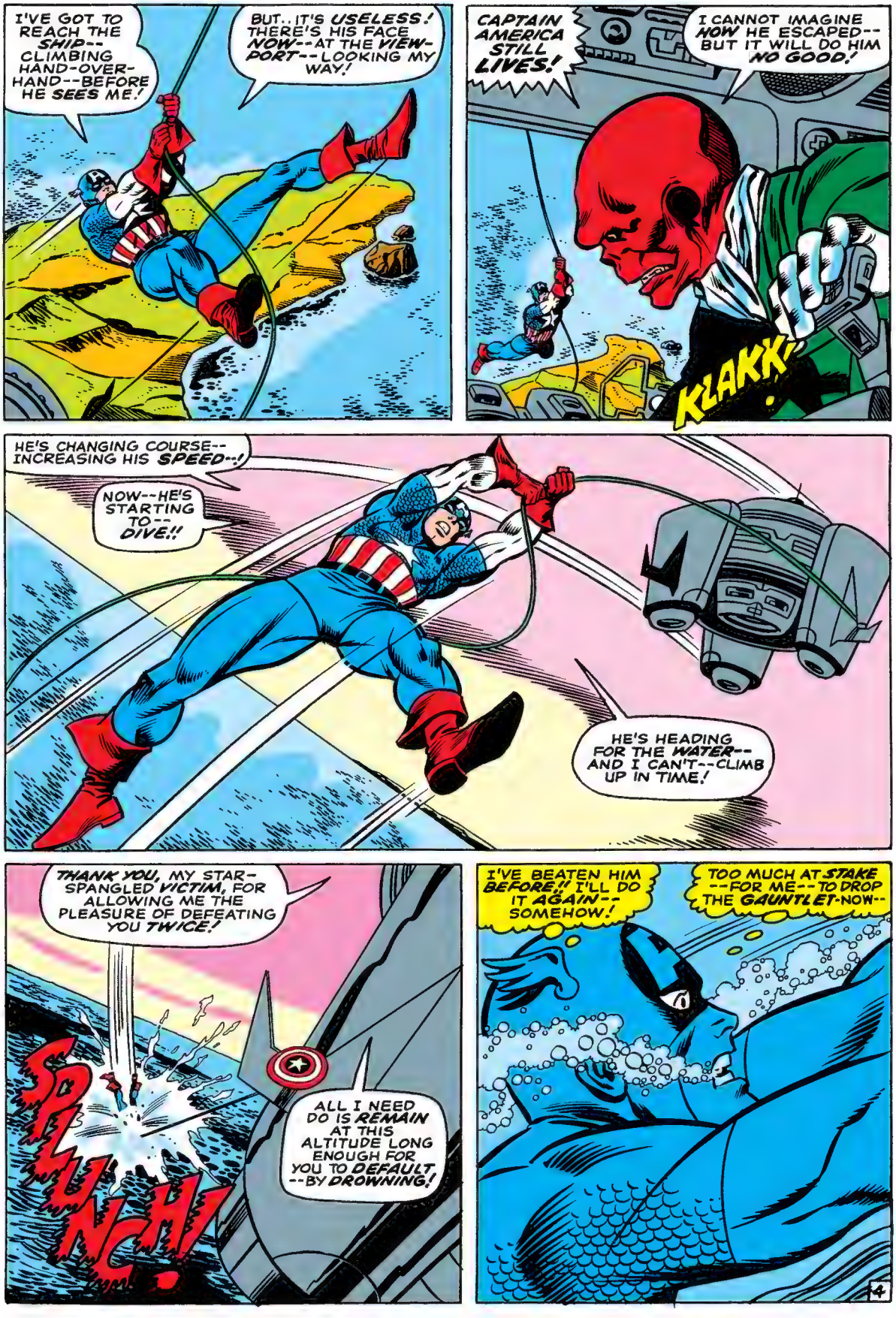
NEXT ISSUE:
"CAPTAIN AMERICA, TRAITOR!"

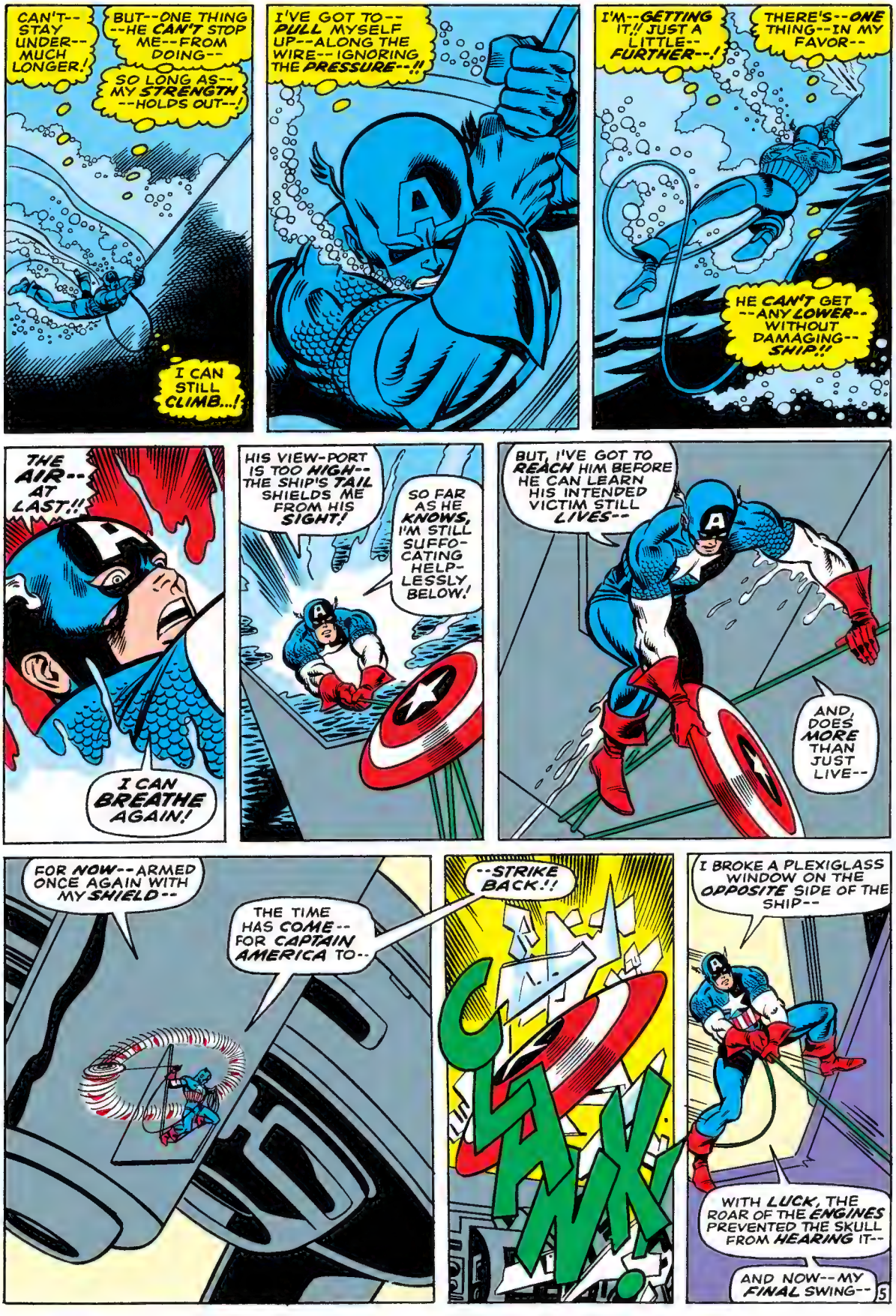
TALES OF SUSPENSE
featuring
CAPTAIN AMERICA AND IRON MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
90 JUN
"...AND MEN SHALL CALL HIM TRAITOR!"
AN EPIC TO STAGGER YOUR SENSES!
THE MOST INCREDIBLE CRIME OF ALL TIME!

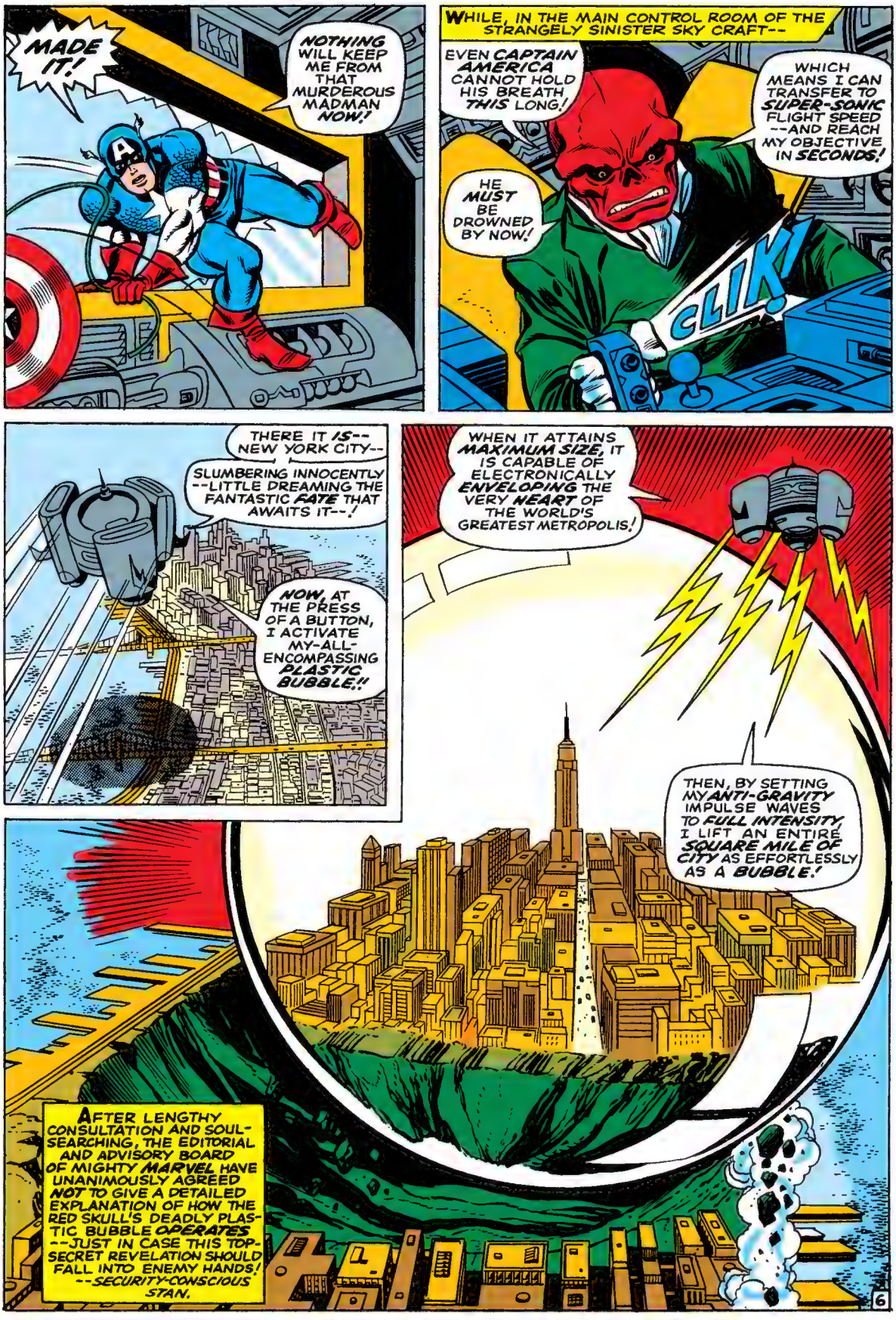
CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II
"...AND MEN SHALL CALL HIM
TRAITOR!"
AND NOW, FAREWELL!
MINE IS THE LAST FACE YOU SHALL EVER SEE!
MY VOICE IS THE LAST YOU SHALL EVER HEAR!
SURELY THE MOST UNNECESSARY WORDS EVER PENNED ARE THESE--
CONTINUED FROM LAST ISH!
THE WALLS--MOVING--CLOSING IN ON ME!!
DOES THIS MEAN--THE RED SKULL WINS--AT LAST?!!
SKRAWCH!
WRITTEN IN THE FIERY FLASH OF INSPIRATION BY:
SMILIN' STAN LEE
PENCILLED IN THE FIRST BLUSH OF ENTHUSIASM BY:
GARRULOUS GIL KANE
INKED IN THE DAZZLING GLOW OF JUBILATION BY:
JOVIAL JOE SINNOTT
LETTERED IN THE LONELY GRIP OF LETHARGY BY:
ADORABLE ARTIE SIMEK

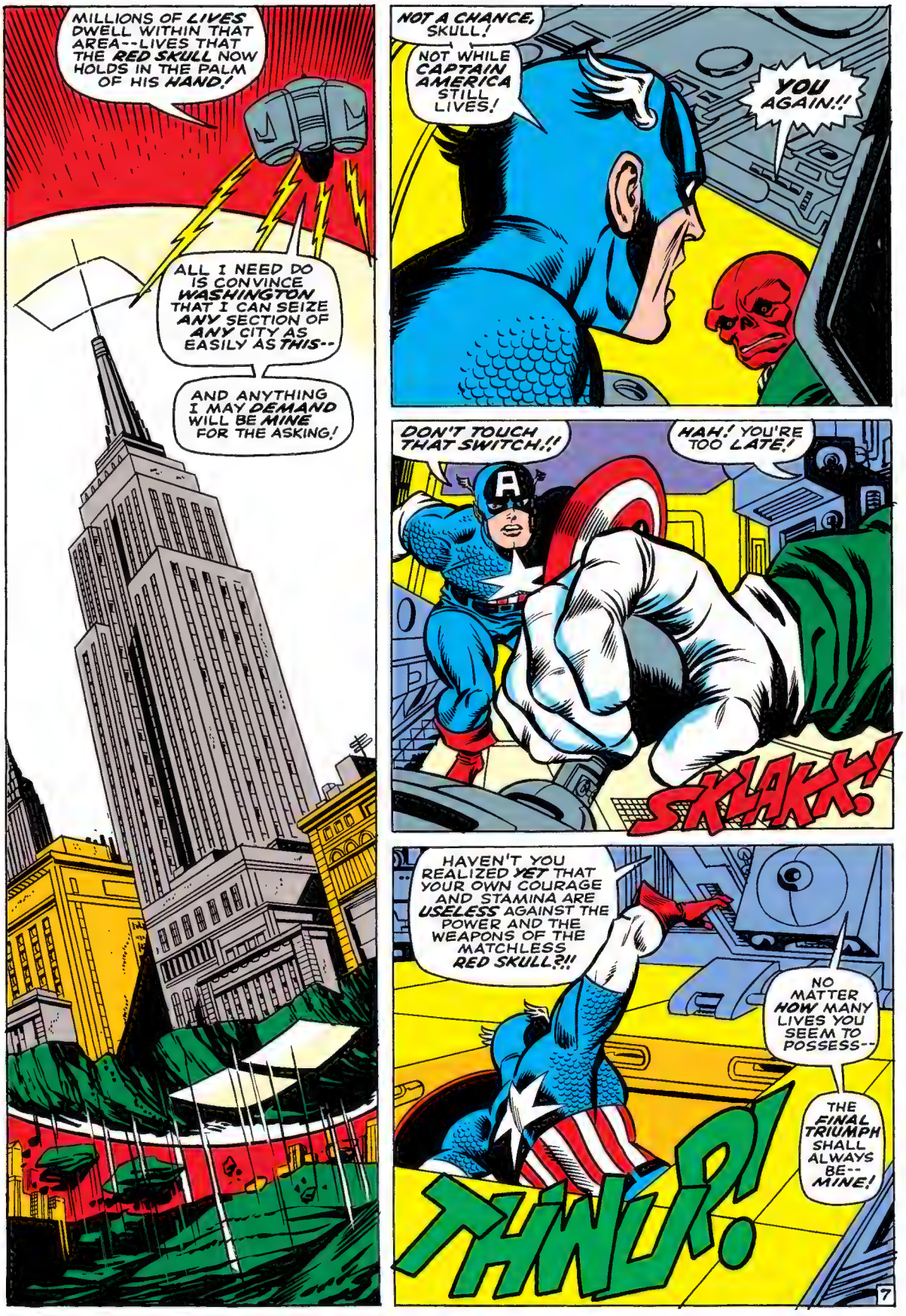
NOW, AS THE END INEXORABLY APPROACHES--I'LL DEAL MY MOST SHATTERING BLOW--
I'LL LET YOU MEET YOUR FATE WITH THIS FINAL THOUGHT BURNING INTO YOUR BRAIN--
BECAUSE YOU FAILED TO STOP ME, AMERICA IS DOOMED!!
USING MY GIANT PLASTIC BUBBLE, I'LL DESTROY CITY AFTER CITY, UNTIL YOUR ENTIRE NATION IS ON ITS KNEES BEFORE ME!
HE MEANS IT! I'VE SEEN THE POWER OF HIS MAD WEAPON!
HE MUST BE STOPPED!! HE MUST --HE MUST--!!
TO MAKE CERTAIN YOU FIND NO LAST MINUTE MEANS OF SCALING THE SHEER WALLS, I'LL TAKE A FINAL PRECAUTION--!
THOSE LASER BEAMS WILL PROVE AN IMPENETRABLE BARRIER TO ANY MAN!
AND NOW, FAREWELL! A MAN OF MY SENSIBILITIES ABHORS THE SIGHT OF BLOODSHED!
CLICK!
HIS CONTROL PANEL!! HE'S DESERTED IT!
THAT MEANS THERE'S STILL A CHANCE--IF I CAN BRING MY ARM BACK FAR ENOUGH--
EVERYTHING DEPENDS ON--THIS ONE THROW--!
CLANG!
I DID IT! I SMASHED THE MECHANISM!
THE WALLS HAVE STOPPED--THE LASER BEAMS ARE GONE!
AND, THAT LOOSE WIRE--DANGLING FROM ABOVE--IT'S MY TICKET OUT--!
YOU GLOATED TOO SOON, SKULL--!
THE FINAL CURTAIN HASN'T YET RUNG DOWN!

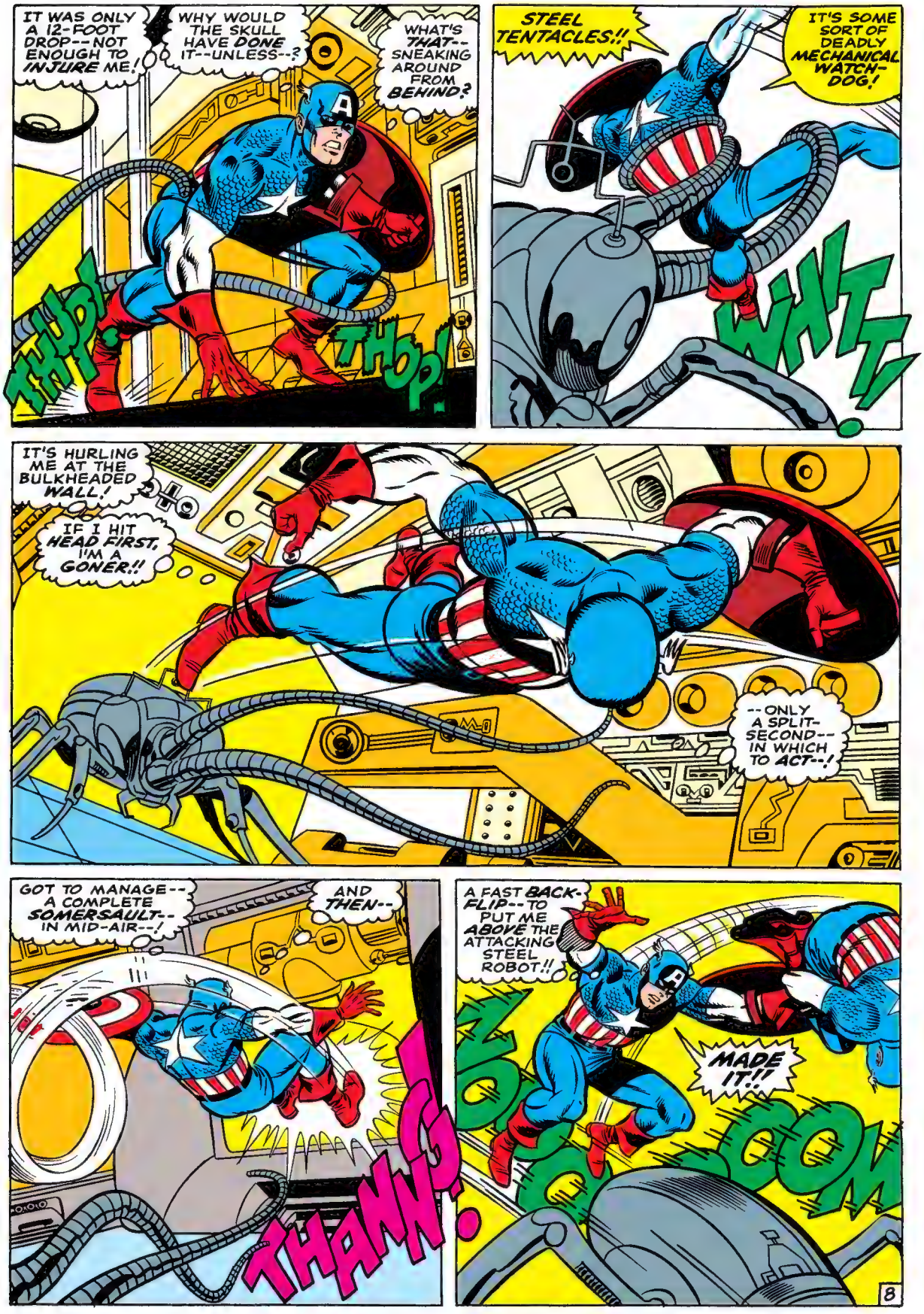

HE'S ALREADY REACHED THE SURFACE--VIA THAT GLASS-ENCLOSED PNEUMATIC LIFT--!
IF HE LEAVES THE ISLE--BEFORE I CAN REACH HIM--HE'LL STILL USE HIS DEADLY BUBBLE!!
I-I'M TOO LATE! HE'S ALREADY TAKING OFF!
IT TOOK TOO LONG FOR THE LIFT TO COME DOWN FOR ME--!
BUT--BY TYING THE LOOSE WIRE TO THE INNER STRAP OF MY SHIELD--I'M STILL IN THE FIGHT!
SWOOSH
NOW, IF I CAN JUST SWING CLEAR--BEFORE THE FALSE MOUNTAIN PEAK SNAPS SHUT AGAIN!
WHIRRRR
HE'S GATHERING SPEED--STILL DOESN'T KNOW I'M HANGING ON BELOW HIM--!
I MADE IT!
BUT NOW--THE MOST DANGEROUS TASK STILL LIES AHEAD--!
3


I'VE GOT TO REACH THE SHIP--CLIMBING HAND-OVER-HAND--BEFORE HE SEES ME!
BUT..IT'S USELESS! THERE'S HIS FACE NOW--AT THE VIEW-PORT--LOOKING MY WAY!
CAPTAIN AMERICA STILL LIVES!
I CANNOT IMAGINE HOW HE ESCAPED--BUT IT WILL DO HIM NO GOOD!
KLAKK!
HE'S CHANGING COURSE--INCREASING HIS SPEED--!
NOW--HE'S STARTING TO--DIVE!!
HE'S HEADING FOR THE WATER--AND I CAN'T--CLIMB UP IN TIME!
THANK YOU, MY STAR-SPANGLED VICTIM, FOR ALLOWING ME THE PLEASURE OF DEFEATING YOU TWICE!
PUNCH!
ALL I NEED DO IS REMAIN AT THIS ALTITUDE LONG ENOUGH FOR YOU TO DEFAULT--BY DROWNING!
I'VE BEATEN HIM BEFORE!! I'LL DO IT AGAIN--SOMEHOW!
TOO MUCH AT STAKE--FOR ME--TO DROP THE GAUNTLET-NOW--
4


CAN'T--STAY UNDER--MUCH LONGER!
BUT--ONE THING--HE CAN'T STOP ME--FROM DOING--
SO LONG AS--MY STRENGTH--HOLDS OUT--!
I CAN STILL CLIMB...!
I'VE GOT TO--PULL MYSELF UP--ALONG THE WIRE--IGNORING THE PRESSURE--!!
I'M--GETTING IT!! JUST A LITTLE--FURTHER--!
THERE'S--ONE THING--IN MY FAVOR--
HE CAN'T GET--ANY LOWER--WITHOUT DAMAGING--SHIP!!
THE AIR--AT LAST!!
I CAN BREATHE AGAIN!
HIS VIEW-PORT IS TOO HIGH--THE SHIP'S TAIL SHIELDS ME FROM HIS SIGHT!
SO FAR AS HE KNOWS, I'M STILL SUFFOCATING HELPLESSLY BELOW!
BUT, I'VE GOT TO REACH HIM BEFORE HE CAN LEARN HIS INTENDED VICTIM STILL LIVES--
AND, DOES MORE THAN JUST LIVE--
FOR NOW--ARMED ONCE AGAIN WITH MY SHIELD--
THE TIME HAS COME--FOR CAPTAIN AMERICA TO--
--STRIKE BACK!!
CLANK!
I BROKE A PLEXIGLASS WINDOW ON THE OPPOSITE SIDE OF THE SHIP--
WITH LUCK, THE ROAR OF THE ENGINES PREVENTED THE SKULL FROM HEARING IT--
AND NOW--MY FINAL SWING--
5

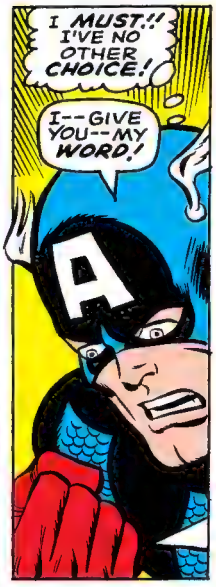

MADE IT!
NOTHING WILL KEEP ME FROM THAT MURDEROUS MADMAN NOW!
WHILE, IN THE MAIN CONTROL ROOM OF THE STRANGELY SINISTER SKY CRAFT--
EVEN CAPTAIN AMERICA CANNOT HOLD HIS BREATH THIS LONG!
WHICH MEANS I CAN TRANSFER TO SUPER-SONIC FLIGHT SPEED --AND REACH MY OBJECTIVE IN SECONDS!
HE MUST BE DROWNED BY NOW!
CLIK!
THERE IT IS-- NEW YORK CITY--
SLUMBERING INNOCENTLY --LITTLE DREAMING THE FANTASTIC FATE THAT AWAITS IT--!
NOW, AT THE PRESS OF A BUTTON, I ACTIVATE MY-ALL-ENCOMPASSING PLASTIC BUBBLE!!
WHEN IT ATTAINS MAXIMUM SIZE, IT IS CAPABLE OF ELECTRONICALLY ENVELOPING THE VERY HEART OF THE WORLD'S GREATEST METROPOLIS!
THEN, BY SETTING MY ANTI-GRAVITY IMPULSE WAVES TO FULL INTENSITY, I LIFT AN ENTIRE SQUARE MILE OF CITY AS EFFORTLESSLY AS A BUBBLE!
AFTER LENGTHY CONSULTATION AND SOUL-SEARCHING, THE EDITORIAL AND ADVISORY BOARD OF MIGHTY MARVEL HAVE UNANIMOUSLY AGREED NOT TO GIVE A DETAILED EXPLANATION OF HOW THE RED SKULL'S DEADLY PLASTIC BUBBLE OPERATES --JUST IN CASE THIS TOP-SECRET REVELATION SHOULD FALL INTO ENEMY HANDS! --SECURITY-CONSCIOUS STAN.
6

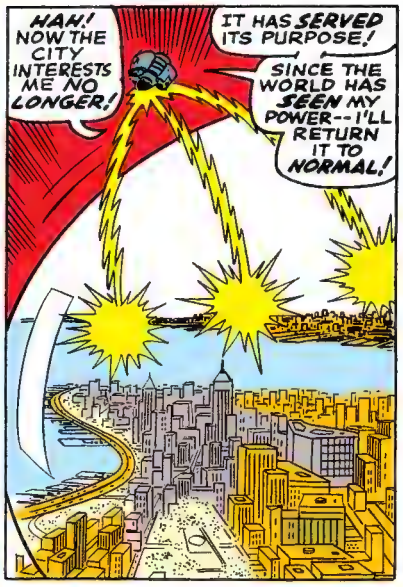

MILLIONS OF LIVES DWELL WITHIN THAT AREA--LIVES THAT THE RED SKULL NOW HOLDS IN THE PALM OF HIS HAND!
ALL I NEED DO IS CONVINCE WASHINGTON THAT I CAN SEIZE ANY SECTION OF ANY CITY AS EASILY AS THIS--
AND ANYTHING I MAY DEMAND WILL BE MINE FOR THE ASKING!
NOT A CHANCE, SKULL!
NOT WHILE CAPTAIN AMERICA STILL LIVES!
YOU AGAIN!!
DON'T TOUCH THAT SWITCH!!
HAH! YOU'RE TOO LATE!
SKLAKK!
HAVEN'T YOU REALIZED YET THAT YOUR OWN COURAGE AND STAMINA ARE USELESS AGAINST THE POWER AND THE WEAPONS OF THE MATCHLESS RED SKULL?!!
NO MATTER HOW MANY LIVES YOU SEEM TO POSSESS--
THE FINAL TRIUMPH SHALL ALWAYS BE-- MINE!
THNUR!
7

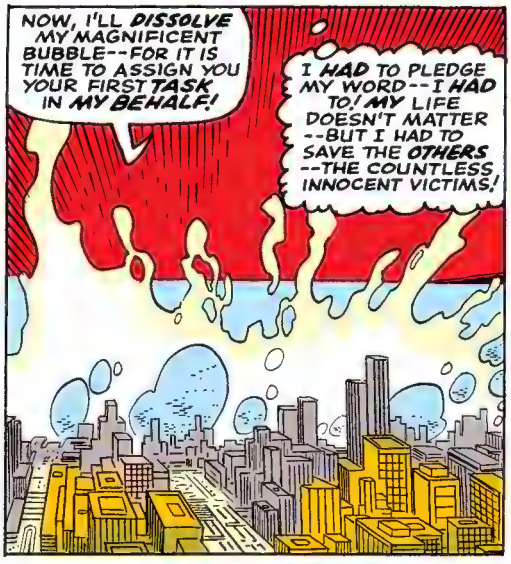

IT WAS ONLY A 12-FOOT DROP--NOT ENOUGH TO INJURE ME!
WHY WOULD THE SKULL HAVE DONE IT--UNLESS--?
WHAT'S THAT--SNEAKING AROUND FROM BEHIND?
THUP!
THUP!
STEEL TENTACLES!!
IT'S SOME SORT OF DEADLY MECHANICAL WATCH-DOG!
WHIT!
IT'S HURLING ME AT THE BULKHEADED WALL!
IF I HIT HEAD FIRST, I'M A GONER!!
--ONLY A SPLIT-SECOND--IN WHICH TO ACT--!
GOT TO MANAGE--A COMPLETE SOMERSAULT--IN MID-AIR--!
AND THEN--
THANG!
A FAST BACK-FLIP--TO PUT ME ABOVE THE ATTACKING STEEL ROBOT!!
MADE IT!!
WOOO

NOW, IF I CAN JUST LEAP ATOP HIS BACK BEFORE HE CAN SPIN AROUND--!
SO LONG AS THE SKULL HAS CONTROL OF HIS PLASTIC BUBBLE WEAPON, I CAN'T AFFORD TO WASTE A SINGLE SECOND!
ONE EXTRA HEART-BEAT'S DELAY MAY MEAN THE DESTRUCTION OF AN ENTIRE CITY!!
BY SMASHING HIS ANTENNA, I'LL MAKE THIS MONSTROSITY BLIND--UNABLE TO GUIDE HIMSELF!
--WHICH MEANS IT'S FINALLY CAPTAIN AMERICA'S TURN--
SWAK!
--TO ATTACK!
I CAN USE THE RESILIENT STEEL BACK OF THE THING BELOW ME TO FURNISH ALL THE SPRING I NEED--!
HAN
NG
STAND AWAY FROM THOSE CONTROLS!!
AGAIN YOU RETURN!!
NOW, YOU LEAVE ME NO CHOICE--
I MUST DESTROY YOU WITH MY OWN HANDS!
ZAKK!
NO LIVING MAN IS MY EQUAL AT KARATE!
LET THOSE WORDS BE YOUR EPITAPH!
BTAM!
NO ONE HAS EVER STRUCK ME THAT WAY BEFORE!
THE PRICE OF THAT INDIGNITY SHALL BE--
THE DEATH OF THE CITY WHICH HOVERS BELOW US!!
CLICK!

NO! YOU'VE RELEASED THE SAFETY! IF YOU PRESS THAT BUTTON AGAIN--THE BUBBLE WILL BREAK--!
--AND MORE THAN A MILLION LIVES WILL PLUMMET TO THEIR DOOM!
NO WAY I CAN REACH HIM IN TIME! I DARE NOT EVEN TRY!!
YOU CAN'T!! YOU MUSTN'T!! NAME YOUR TERMS!! I-I'LL DO ANYTHING--!
YOUR WORD!! GIVE ME YOUR WORD--AS AN AVENGER--TO SERVE ME--FOR 24 HOURS!

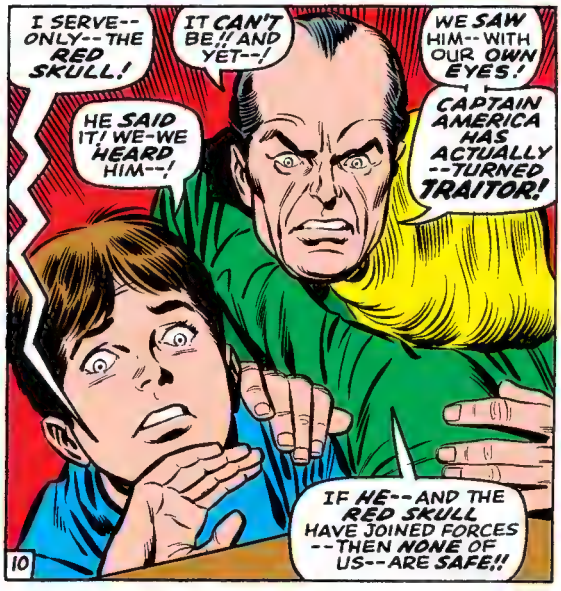

I MUST!! I'VE NO OTHER CHOICE!
I--GIVE YOU--MY WORD!


HAH! NOW THE CITY INTERESTS ME NO LONGER!
IT HAS SERVED ITS PURPOSE!
SINCE THE WORLD HAS SEEN MY POWER--I'LL RETURN IT TO NORMAL!

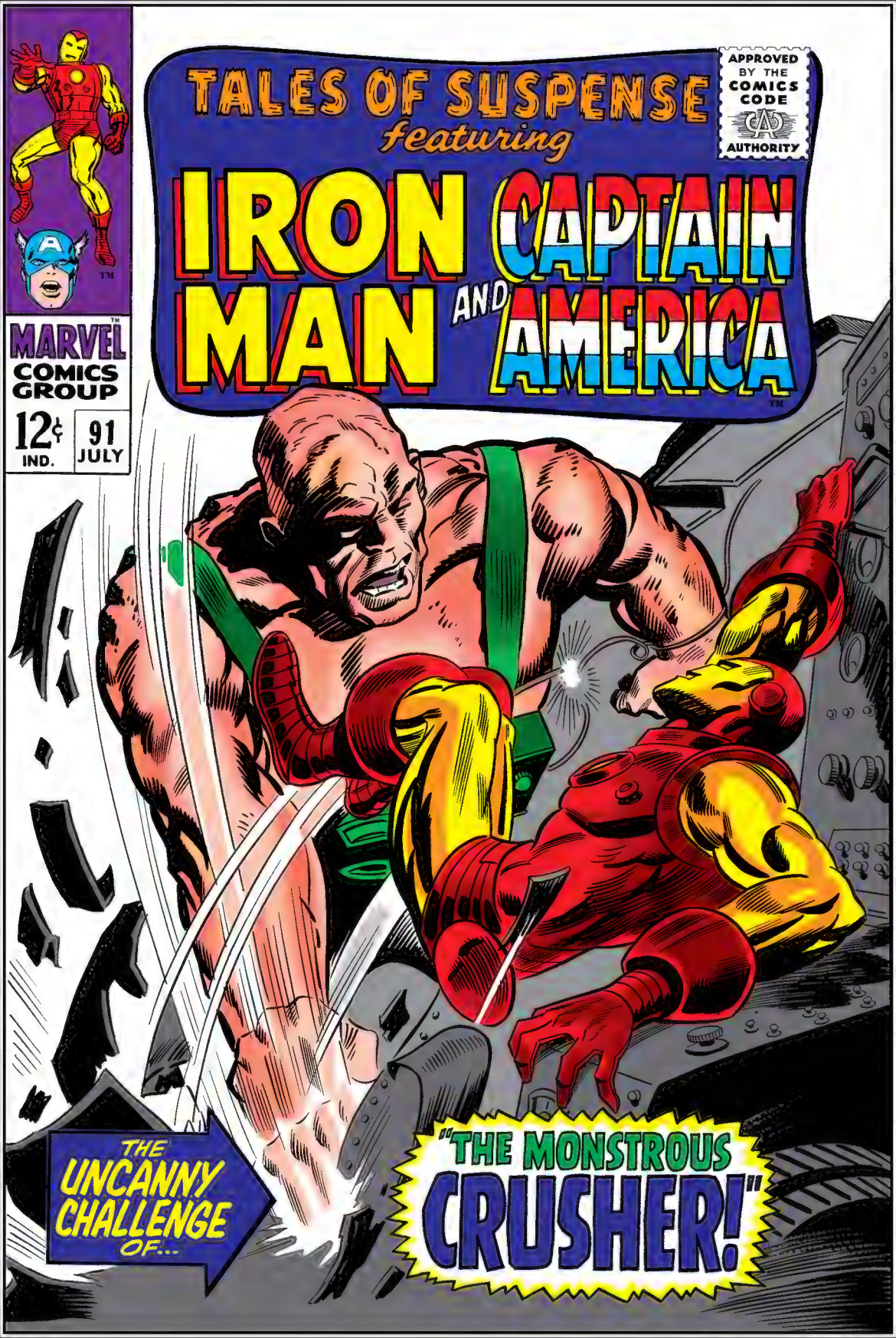

NOW, I'LL DISSOLVE MY MAGNIFICENT BUBBLE--FOR IT IS TIME TO ASSIGN YOU YOUR FIRST TASK IN MY BEHALF!
I HAD TO PLEDGE MY WORD--I HAD TO! MY LIFE DOESN'T MATTER --BUT I HAD TO SAVE THE OTHERS --THE COUNTLESS INNOCENT VICTIMS!

STAND IN FRONT OF THAT TV LENS AS I BREAK INTO EVERY PROGRAM ON EARTH!
FOR, THE ENTIRE WORLD MUST LEARN OF MY TOTAL VICTORY!

ATTENTION, HELPLESS MANKIND! WHAT I HAVE DONE TO NEW YORK CITY IS BUT A SAMPLE OF WHAT THE RED SKULL CAN ACCOMPLISH--WITH THE HELP OF MY NEW PARTNER-IN-EVIL--THE ONCE-HEROIC CAPTAIN AMERICA!!
SPEAK, YOU STAR-SPANGLED SWINE!! SPEAK--SO THAT ALL MAY SEE THAT CAPTAIN AMERICA HAS FINALLY BETRAYED THOSE WHO HAVE TRUSTED HIM!
WHO IS YOUR MASTER NOW?? SPEAK!!

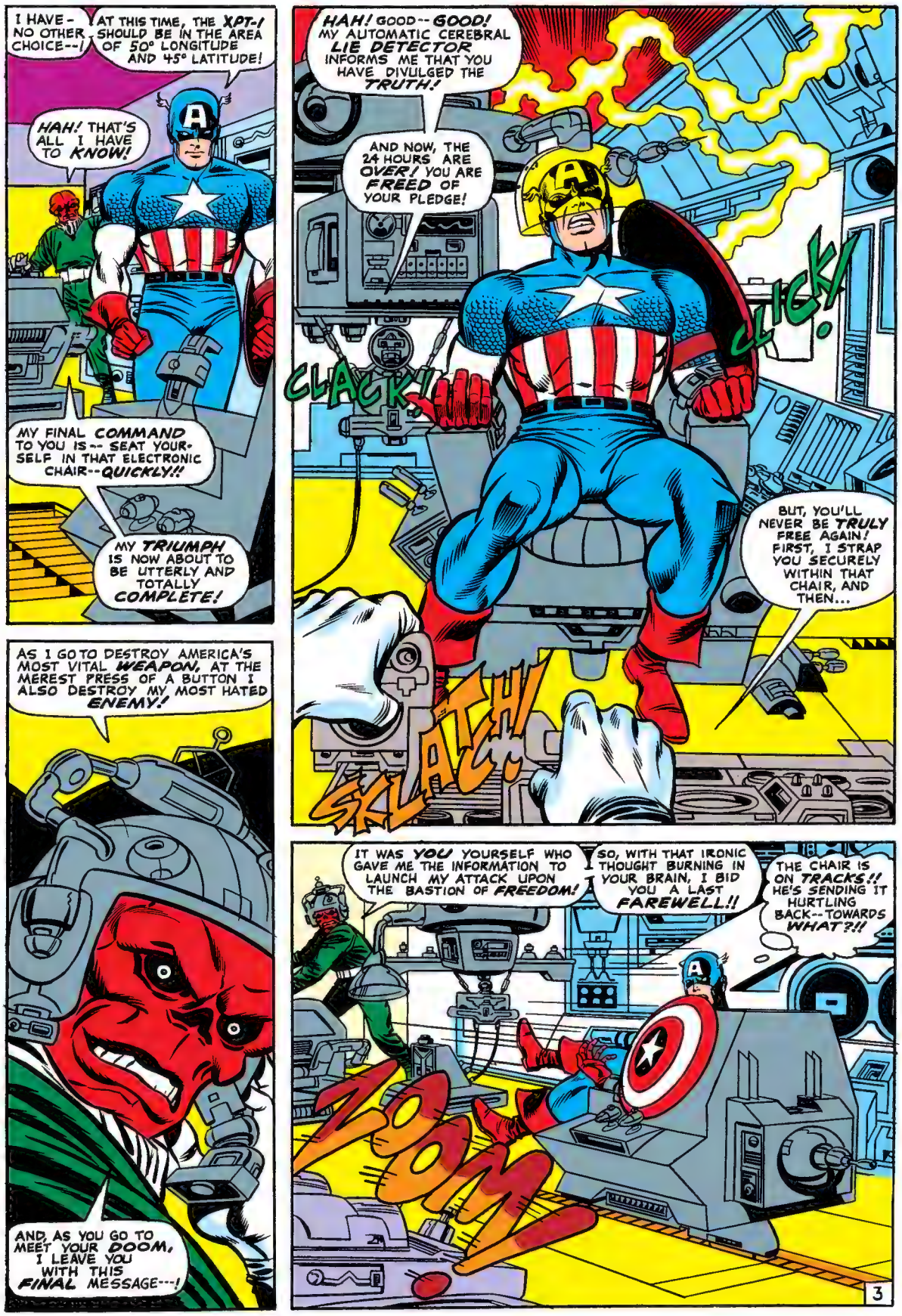

I SERVE--ONLY--THE RED SKULL!
IT CAN'T BE!! AND YET--!
WE SAW HIM--WITH OUR OWN EYES!
HE SAID IT! WE-WE HEARD HIM--!
CAPTAIN AMERICA HAS ACTUALLY --TURNED TRAITOR!
IF HE--AND THE RED SKULL HAVE JOINED FORCES --THEN NONE OF US--ARE SAFE!!

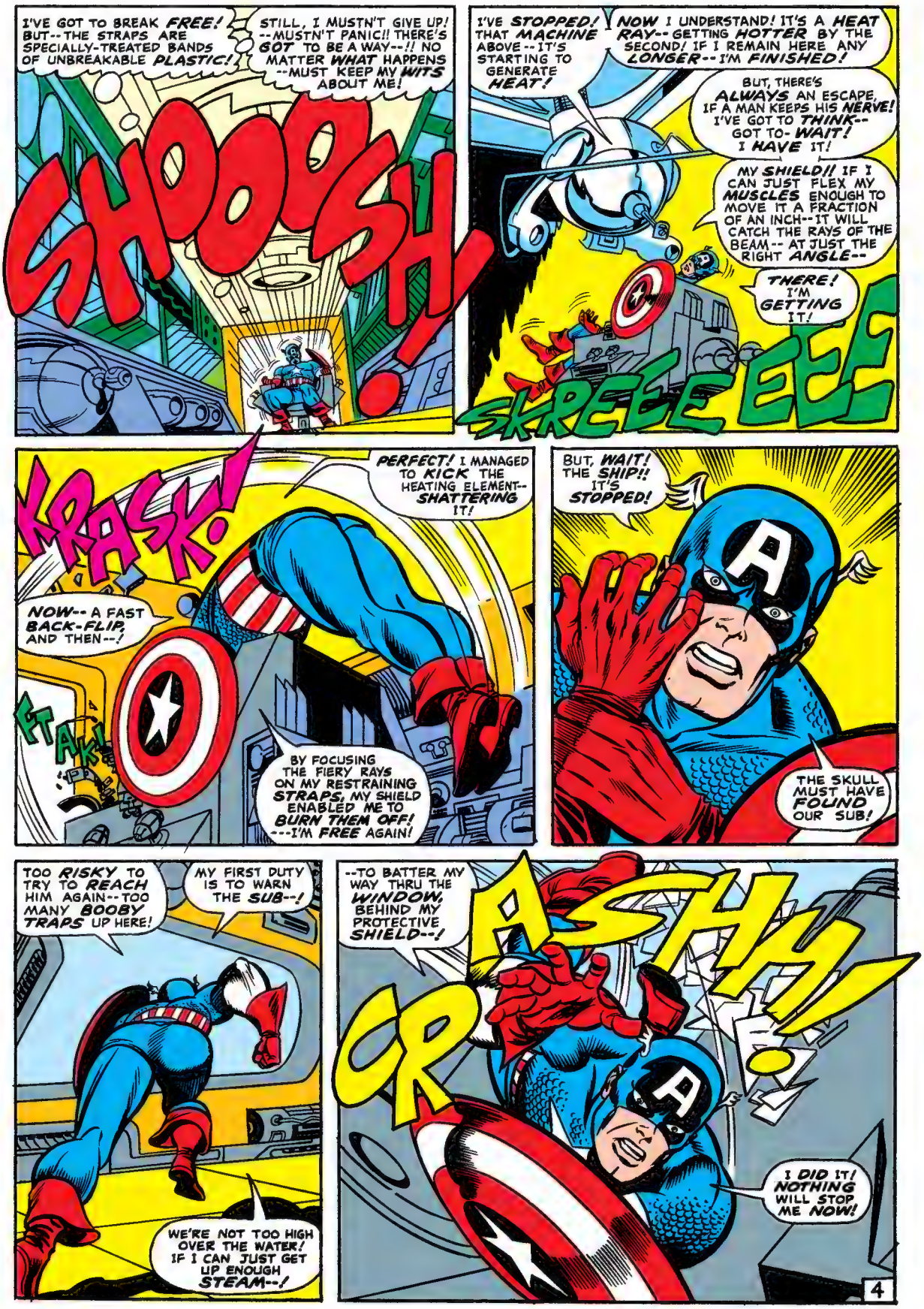
SO--THE WORLD HAS BEEN WARNED!
BUT STILL THEY CANNOT SUSPECT--THEY CANNOT COMPREHEND--THE FATE THAT AWAITS THEM--WHEN WE DELIVER MY FINAL BLOW --TOGETHER!
NEXT
"THE LAST DEFEAT!"

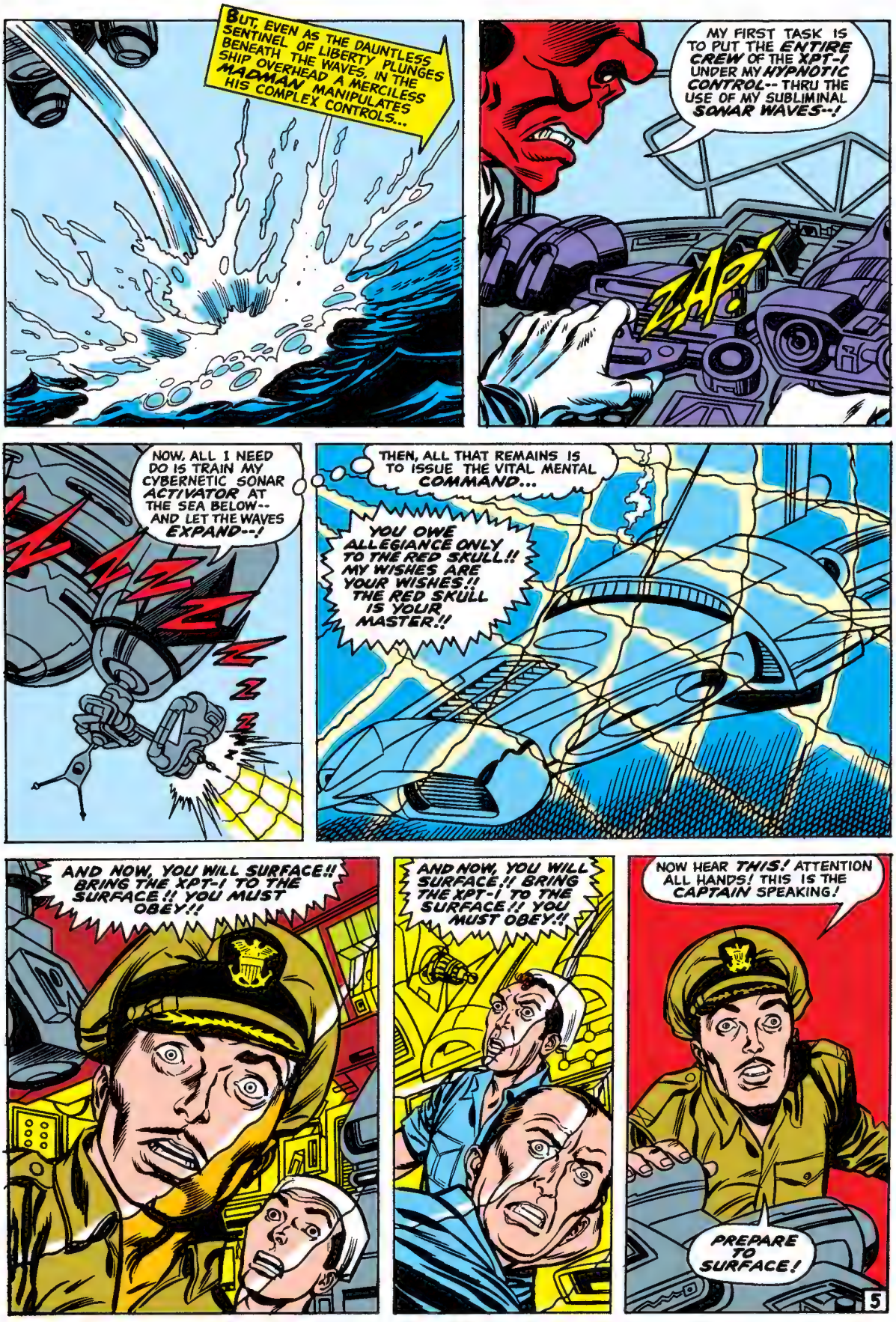

TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
91 JULY
THE UNCANNY CHALLENGE OF...
"THE MONSTROUS CRUSHER!"

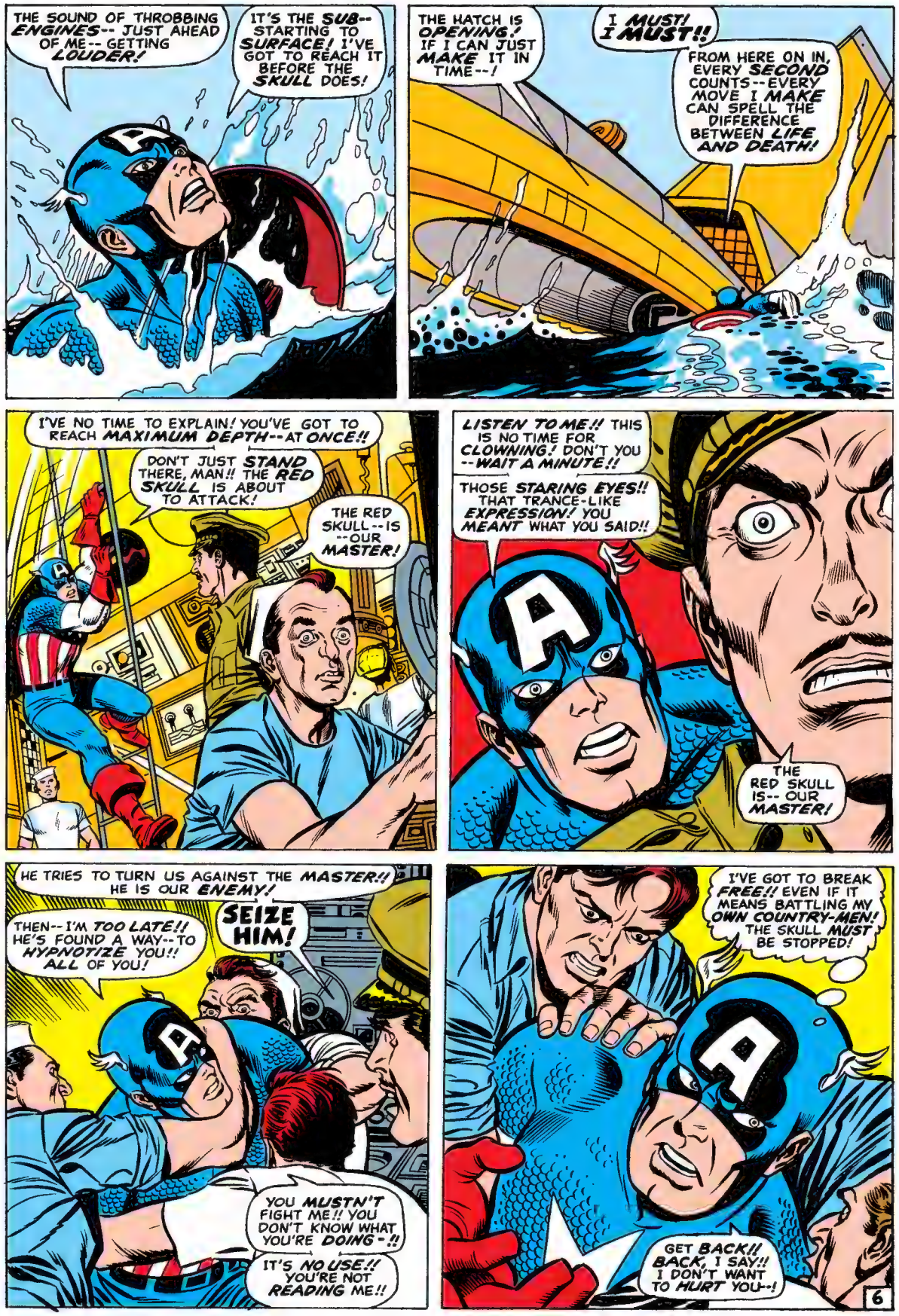
"THE LAST DEFEAT!"
IN ORDER TO SAVE THE CITY OF NEW YORK FROM ANNIHILATION AT THE MERCILESS HANDS OF THE RED SKULL, CAPTAIN AMERICA HAS PLEDGED TO SERVE THE MASTER OF VILLAINY FOR 24 HOURS! HOWEVER, UNAWARE OF THE REASON FOR CAP'S HEART-RENDING DECISION, A SHOCKED CITIZENRY CAN FIND ONLY ONE WORD FOR THE TORTURED RED-WHITE-AND-BLUE AVENGER--
TRAITOR!
TRAITOR!!
TRAITOR!
TRAITOR!
TRAITOR!!
TRAITOR!
TRAITOR!!
TRAITOR!
TRAITOR!!
TRAITOR!
TRAITOR!
TRAITOR!!
A PRAISEWORTHY PRESENTATION, PAINSTAKINGLY PRODUCED BY...
STAN (THE MAN) LEE and GIL (SUGAR LIPS) KANE
INKED BY: JOE SINNOTT
LETTERED BY: AL KURZROK

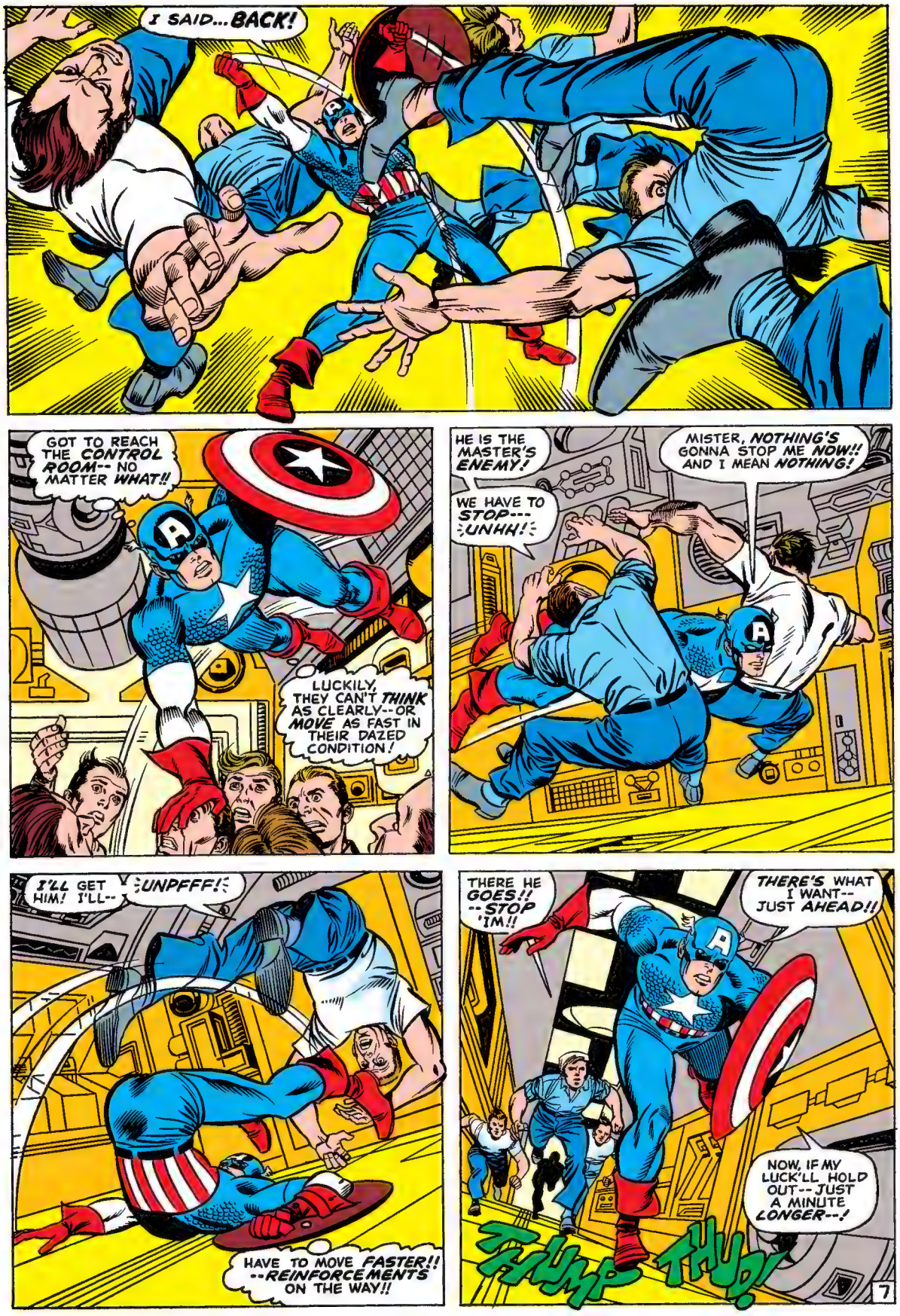
AS A BREATHLESS WORLD WAITS, AND WONDERS, IN FEARFUL ANTICIPATION OF THE RED SKULL'S NEXT MURDEROUS MOVE, A STRANGELY FORBIDDING SKY CRAFT BLAZES ACROSS THE WIDE ATLANTIC--
WE ARE NOW WELL INTO THE 23RD HOUR!
I HAVE KEPT YOU IN SUSPENSE LONG ENOUGH!
THE TIME IS COME FOR YOU TO FULFILL YOUR PLEDGE TO ME! WE WILL DELAY NO LONGER!
WHAT AN INDESCRIBABLE TRIUMPH THIS IS FOR ME!
NOT ONLY HAVE I GIVEN YOU YOUR LAST DEFEAT --BUT I HAVE CONVINCED THE WORLD THAT CAPTAIN AMERICA IS-- A TRAITOR!
AND, YOU ARE HELPLESS TO REDEEM YOURSELF!
BECAUSE OF YOUR STUPID CODE OF ETHICS, YOU WILL NOT EVEN BREAK A PROMISE TO ME!!
BUT REMEMBER, SKULL-- WITHIN A MATTER OF MINUTES, THE 24 HOURS WILL HAVE ENDED!
I'LL BE FREE TO ACT ONCE AGAIN!
FOOL! BEFORE THESE LAST FEW MINUTES HAVE TICKED BY-- I'LL HAVE WHAT I WANT--
AND YOU WILL BE DESTROYED-- FOREVER!
NOW-- YOU WILL ANSWER THIS MOST VITAL QUESTION--
WHAT IS THE LOCATION OF THE XPT-1 -- THE WORLD'S NEWEST ATOMIC SUBMARINE?!!
SPEAK!! YOU ARE PLEDGED TO ANSWER ME!!
THE XPT-1 IS CAPABLE OF CARRYING MORE POLARIS MISSILES THAN ANY SHIP AFLOAT!!
YOU CAN'T -- YOU MUSTN'T GET YOUR HANDS ON IT!
REMEMBER YOUR OATH!! YOU MUST TELL ME!!
IT-- IS CRUISING --IN THE NORTH ATLANTIC--!
I KNOW THAT, YOU STAR-SPANGLED SWINE!
I WANT THE EXACT LATITUDE AND LONGITUDE FROM YOU!
WHAT MAKES YOU THINK I WOULD KNOW?
STOP STALLING! YOU'RE DEALING WITH THE RED SKULL!!
"I KNOW THAT YOU, AND THE OTHER ACCURSED AVENGERS, RECEIVE COMPLETE BRIEFINGS ON AMERICA'S GLOBAL DEFENSE POSTURE!"
-- CRUISING SPEED IS 200 KNOTS, AND THE PRESCRIBED COURSE FOR HER FIRST TOUR OF DUTY SHALL BE--
"NOW, WITH 60 SECONDS OF YOUR PLEDGE TIME REMAINING, YOU MUST ANSWER ME--!"
2

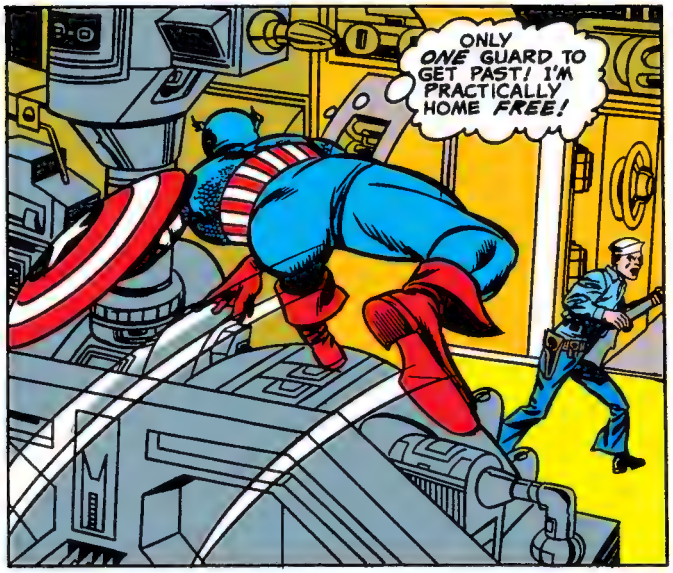

I HAVE - NO OTHER CHOICE--!
AT THIS TIME, THE XPT-1 SHOULD BE IN THE AREA OF 50° LONGITUDE AND 45° LATITUDE!
HAH! THAT'S ALL I HAVE TO KNOW!
MY FINAL COMMAND TO YOU IS-- SEAT YOURSELF IN THAT ELECTRONIC CHAIR--QUICKLY!!
MY TRIUMPH IS NOW ABOUT TO BE UTTERLY AND TOTALLY COMPLETE!
HAH! GOOD-- GOOD! MY AUTOMATIC CEREBRAL LIE DETECTOR INFORMS ME THAT YOU HAVE DIVULGED THE TRUTH!
AND NOW, THE 24 HOURS ARE OVER! YOU ARE FREED OF YOUR PLEDGE!
CLACK!
CLICK!
BUT, YOU'LL NEVER BE TRULY FREE AGAIN! FIRST, I STRAP YOU SECURELY WITHIN THAT CHAIR, AND THEN...
SKLATCH!
AS I GO TO DESTROY AMERICA'S MOST VITAL WEAPON, AT THE MEREST PRESS OF A BUTTON I ALSO DESTROY MY MOST HATED ENEMY!
AND, AS YOU GO TO MEET YOUR DOOM, I LEAVE YOU WITH THIS FINAL MESSAGE---!
IT WAS YOU YOURSELF WHO GAVE ME THE INFORMATION TO LAUNCH MY ATTACK UPON THE BASTION OF FREEDOM!
SO, WITH THAT IRONIC THOUGHT BURNING IN YOUR BRAIN, I BID YOU A LAST FAREWELL!!
THE CHAIR IS ON TRACKS!! HE'S SENDING IT HURTLING BACK--TOWARDS WHAT?!!
ZOOM
3

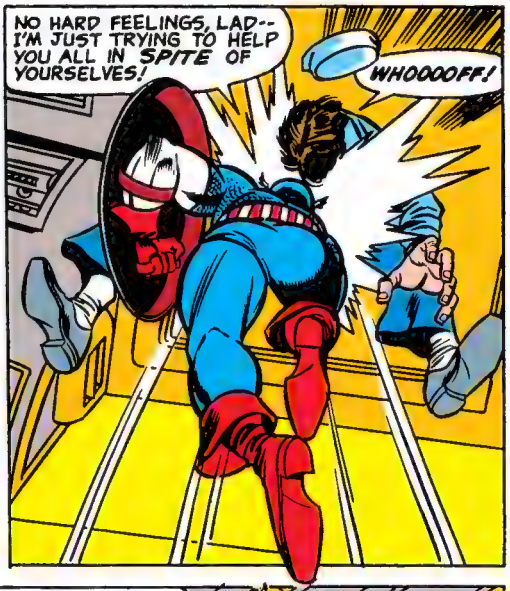

I'VE GOT TO BREAK FREE! BUT--THE STRAPS ARE SPECIALLY-TREATED BANDS OF UNBREAKABLE PLASTIC!
STILL, I MUSTN'T GIVE UP! --MUSTN'T PANIC!! THERE'S GOT TO BE A WAY--!! NO MATTER WHAT HAPPENS --MUST KEEP MY WITS ABOUT ME!
SHOOSH!
I'VE STOPPED! THAT MACHINE ABOVE--IT'S STARTING TO GENERATE HEAT!
NOW I UNDERSTAND! IT'S A HEAT RAY--GETTING HOTTER BY THE SECOND! IF I REMAIN HERE ANY LONGER--I'M FINISHED!
BUT, THERE'S ALWAYS AN ESCAPE, IF A MAN KEEPS HIS NERVE! I'VE GOT TO THINK--GOT TO-WAIT! I HAVE IT!
MY SHIELD!! IF I CAN JUST FLEX MY MUSCLES ENOUGH TO MOVE IT A FRACTION OF AN INCH--IT WILL CATCH THE RAYS OF THE BEAM--AT JUST THE RIGHT ANGLE--
THERE! I'M GETTING IT!
SKREEEE
KRASK!
PERFECT! I MANAGED TO KICK THE HEATING ELEMENT--SHATTERING IT!
NOW--A FAST BACK-FLIP, AND THEN--!
TAK!
BY FOCUSING THE FIERY RAYS ON MY RESTRAINING STRAPS, MY SHIELD ENABLED ME TO BURN THEM OFF! ---I'M FREE AGAIN!
BUT, WAIT! THE SHIP!! IT'S STOPPED!
THE SKULL MUST HAVE FOUND OUR SUB!
TOO RISKY TO TRY TO REACH HIM AGAIN--TOO MANY BOOBY TRAPS UP HERE!
MY FIRST DUTY IS TO WARN THE SUB--!
WE'RE NOT TOO HIGH OVER THE WATER! IF I CAN JUST GET UP ENOUGH STEAM--!
--TO BATTER MY WAY THRU THE WINDOW, BEHIND MY PROTECTIVE SHIELD--!
CR
ASHH!
I DID IT! NOTHING WILL STOP ME NOW!


BUT, EVEN AS THE DAUNTLESS SENTINEL OF LIBERTY PLUNGES BENEATH THE WAVES, IN THE SHIP OVERHEAD A MERCILESS MADMAN MANIPULATES HIS COMPLEX CONTROLS...
MY FIRST TASK IS TO PUT THE ENTIRE CREW OF THE XPT-1 UNDER MY HYPNOTIC CONTROL-- THRU THE USE OF MY SUBLIMINAL SONAR WAVES--!
ZAP!
NOW, ALL I NEED DO IS TRAIN MY CYBERNETIC SONAR ACTIVATOR AT THE SEA BELOW-- AND LET THE WAVES EXPAND--!
ZZZZZZZ
THEN, ALL THAT REMAINS IS TO ISSUE THE VITAL MENTAL COMMAND...
YOU OWE ALLEGIANCE ONLY TO THE RED SKULL!! MY WISHES ARE YOUR WISHES!! THE RED SKULL IS YOUR MASTER!!
AND NOW, YOU WILL SURFACE!! BRING THE XPT-1 TO THE SURFACE!! YOU MUST OBEY!!
AND NOW, YOU WILL SURFACE!! BRING THE XPT-1 TO THE SURFACE!! YOU MUST OBEY!!
NOW HEAR THIS! ATTENTION ALL HANDS! THIS IS THE CAPTAIN SPEAKING!
PREPARE TO SURFACE!

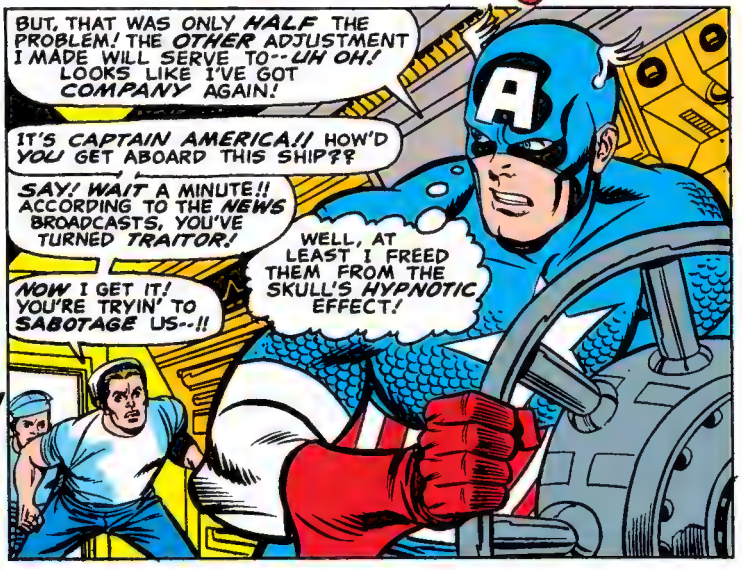

THE SOUND OF THROBBING ENGINES-- JUST AHEAD OF ME-- GETTING LOUDER!
IT'S THE SUB-- STARTING TO SURFACE! I'VE GOT TO REACH IT BEFORE THE SKULL DOES!
THE HATCH IS OPENING! IF I CAN JUST MAKE IT IN TIME--!
I MUST! I MUST!!
FROM HERE ON IN, EVERY SECOND COUNTS--EVERY MOVE I MAKE CAN SPELL THE DIFFERENCE BETWEEN LIFE AND DEATH!
I'VE NO TIME TO EXPLAIN! YOU'VE GOT TO REACH MAXIMUM DEPTH--AT ONCE!!
DON'T JUST STAND THERE, MAN!! THE RED SKULL IS ABOUT TO ATTACK!
THE RED SKULL--IS --OUR MASTER!
LISTEN TO ME!! THIS IS NO TIME FOR CLOWNING! DON'T YOU --WAIT A MINUTE!!
THOSE STARING EYES!! THAT TRANCE-LIKE EXPRESSION! YOU MEANT WHAT YOU SAID!!
THE RED SKULL IS-- OUR MASTER!
HE TRIES TO TURN US AGAINST THE MASTER!! HE IS OUR ENEMY!
SEIZE HIM!
THEN-- I'M TOO LATE!! HE'S FOUND A WAY--TO HYPNOTIZE YOU!! ALL OF YOU!
YOU MUSTN'T FIGHT ME!! YOU DON'T KNOW WHAT YOU'RE DOING-!!
IT'S NO USE!! YOU'RE NOT READING ME!!
I'VE GOT TO BREAK FREE!! EVEN IF IT MEANS BATTLING MY OWN COUNTRY-MEN! THE SKULL MUST BE STOPPED!
GET BACK!! BACK, I SAY!! I DON'T WANT TO HURT YOU--!
6

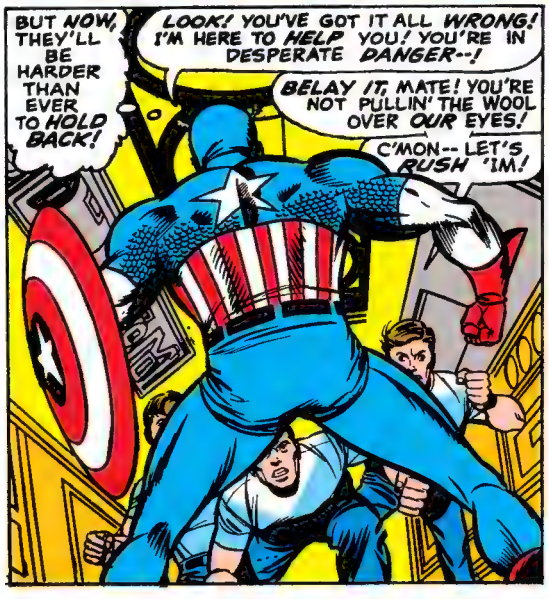

I SAID... BACK!
GOT TO REACH THE CONTROL ROOM-- NO MATTER WHAT!!
LUCKILY, THEY CAN'T THINK AS CLEARLY--OR MOVE AS FAST IN THEIR DAZED CONDITION!
HE IS THE MASTER'S ENEMY!
WE HAVE TO STOP---
UNHH!
MISTER, NOTHING'S GONNA STOP ME NOW!! AND I MEAN NOTHING!
I'LL GET HIM! I'LL--
UNPFFF!
HAVE TO MOVE FASTER!! --REINFORCEMENTS ON THE WAY!!
THERE HE GOES!! --STOP 'IM!!
THERE'S WHAT I WANT-- JUST AHEAD!!
NOW, IF MY LUCK'LL HOLD OUT-- JUST A MINUTE LONGER--!
THUMP
THUD!
7

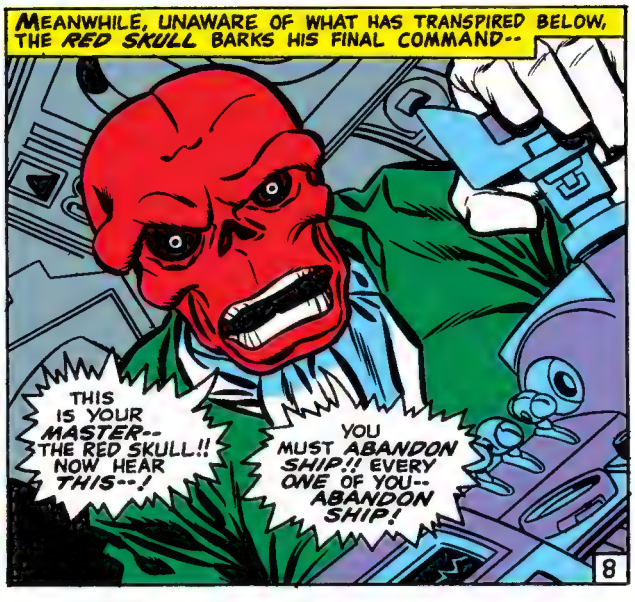

ONLY ONE GUARD TO GET PAST! I'M PRACTICALLY HOME FREE!

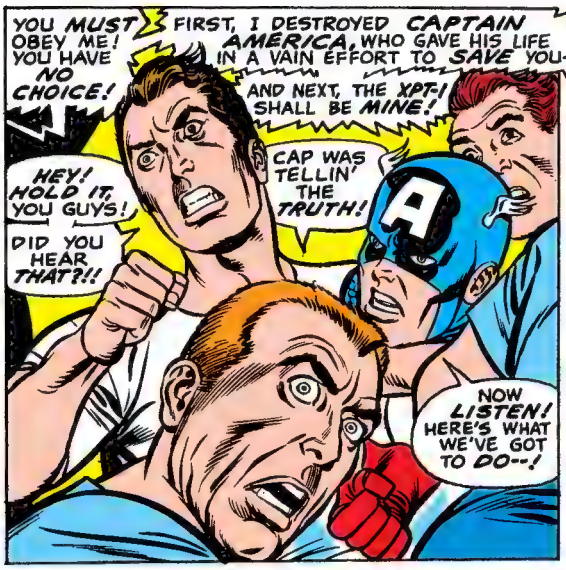

NO HARD FEELINGS, LAD-- I'M JUST TRYING TO HELP YOU ALL IN SPITE OF YOURSELVES!
WHOOOOFF!

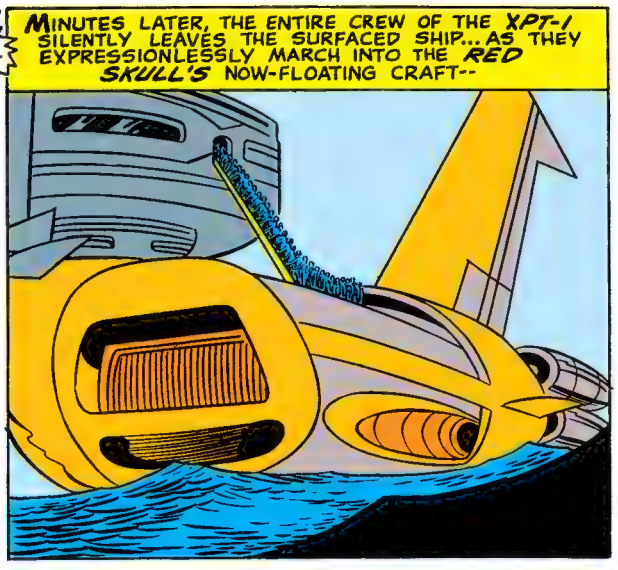
THIS IS WHAT I WANT!
BY ADJUSTING THE REACTOR'S ENERGY OUTPUT, I SHOULD BE ABLE TO CANCEL OUT THE SKULL'S HYPNOTIC CONTROL!!
THERE! THIS SHOULD BRING THE CREW BACK TO NORMAL AGAIN!
CLAK!


BUT, THAT WAS ONLY HALF THE PROBLEM! THE OTHER ADJUSTMENT I MADE WILL SERVE TO--UH OH! LOOKS LIKE I'VE GOT COMPANY AGAIN!
IT'S CAPTAIN AMERICA!! HOW'D YOU GET ABOARD THIS SHIP??
SAY! WAIT A MINUTE!! ACCORDING TO THE NEWS BROADCASTS, YOU'VE TURNED TRAITOR!
WELL, AT LEAST I FREED THEM FROM THE SKULL'S HYPNOTIC EFFECT!
NOW I GET IT! YOU'RE TRYIN' TO SABOTAGE US--!!

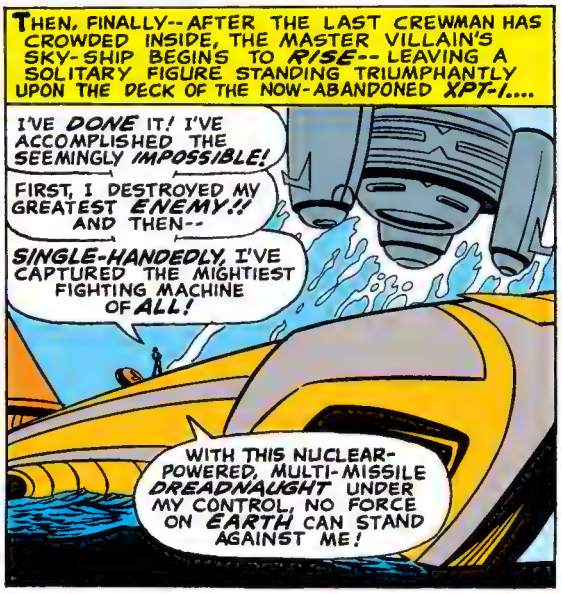

BUT NOW, THEY'LL BE HARDER THAN EVER TO HOLD BACK!
LOOK! YOU'VE GOT IT ALL WRONG! I'M HERE TO HELP YOU! YOU'RE IN DESPERATE DANGER--!
BELAY IT, MATE! YOU'RE NOT PULLIN' THE WOOL OVER OUR EYES!
C'MON-- LET'S RUSH 'IM!


MEANWHILE, UNAWARE OF WHAT HAS TRANSPIRED BELOW, THE RED SKULL BARKS HIS FINAL COMMAND--
THIS IS YOUR MASTER-- THE RED SKULL!! NOW HEAR THIS--!
YOU MUST ABANDON SHIP!! EVERY ONE OF YOU-- ABANDON SHIP!


YOU MUST OBEY ME! YOU HAVE NO CHOICE!
FIRST, I DESTROYED CAPTAIN AMERICA, WHO GAVE HIS LIFE IN A VAIN EFFORT TO SAVE YOU--
AND NEXT, THE XPT-1 SHALL BE MINE!
HEY! HOLD IT, YOU GUYS!
CAP WAS TELLIN' THE TRUTH!
DID YOU HEAR THAT?!!
NOW LISTEN! HERE'S WHAT WE'VE GOT TO DO--!

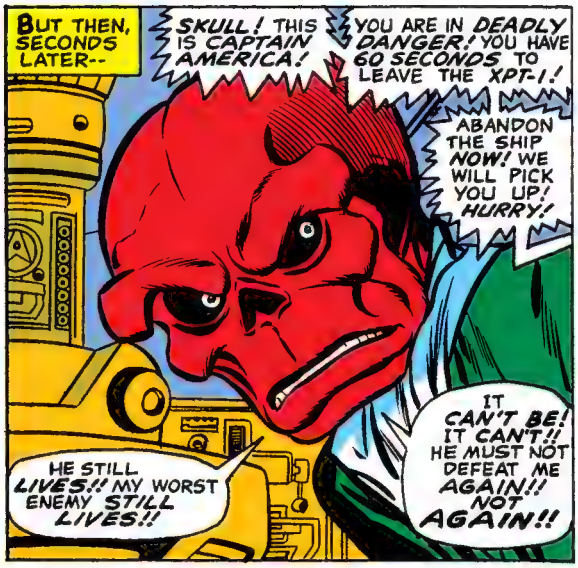

MINUTES LATER, THE ENTIRE CREW OF THE XPT-1 SILENTLY LEAVES THE SURFACED SHIP... AS THEY EXPRESSIONLESSLY MARCH INTO THE RED SKULL'S NOW-FLOATING CRAFT--

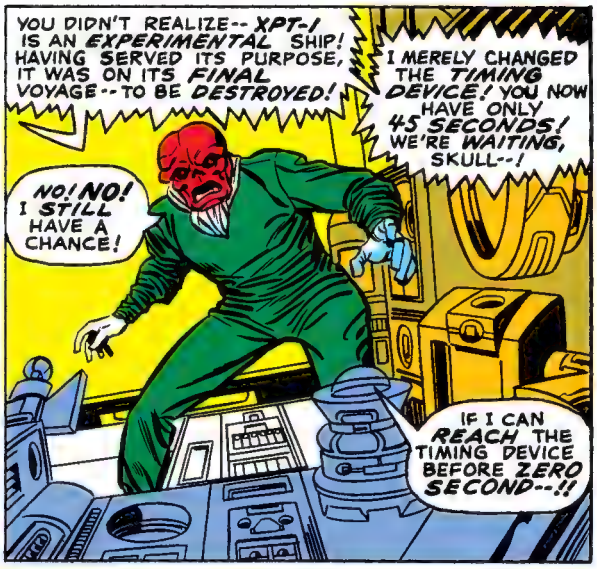
AS LONG AS EVERYONE DOES WHAT'S EXPECTED OF HIM, THERE'S NO REASON FOR THE SKULL TO SUSPECT ANYTHING!
WE CAN'T AFFORD TO HAVE HIM CATCH ON-- OR HIS NEXT HYPNOTIC ATTACK WOULD BE TWICE AS POWERFUL!


THEN, FINALLY-- AFTER THE LAST CREWMAN HAS CROWDED INSIDE, THE MASTER VILLAIN'S SKY-SHIP BEGINS TO RISE-- LEAVING A SOLITARY FIGURE STANDING TRIUMPHANTLY UPON THE DECK OF THE NOW-ABANDONED XPT-1....
I'VE DONE IT! I'VE ACCOMPLISHED THE SEEMINGLY IMPOSSIBLE!
FIRST, I DESTROYED MY GREATEST ENEMY!! AND THEN--
SINGLE-HANDEDLY, I'VE CAPTURED THE MIGHTIEST FIGHTING MACHINE OF ALL!
WITH THIS NUCLEAR-POWERED, MULTI-MISSILE DREADNAUGHT UNDER MY CONTROL, NO FORCE ON EARTH CAN STAND AGAINST ME!

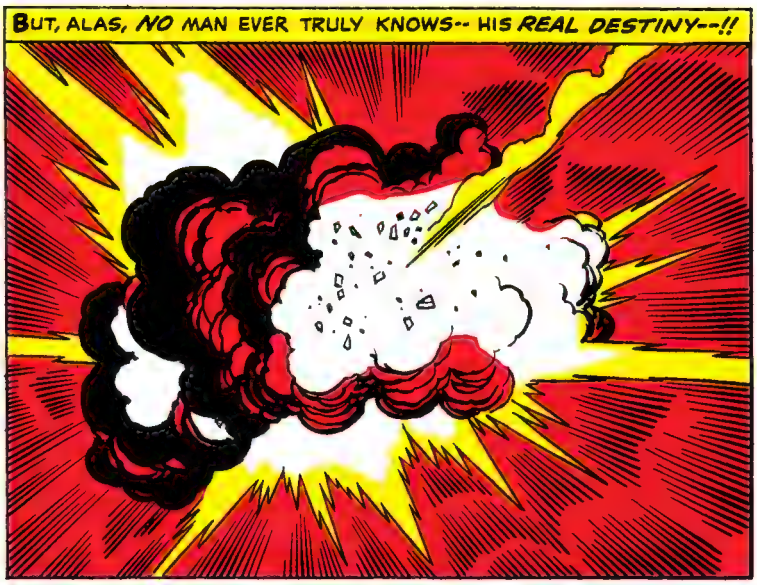
SO LONG AS THOSE FOOLS ARE UNDER MY HYPNOTIC GUIDANCE, I CAN WILL THEM TO RETURN MY AIRCRAFT AT ANY TIME!
BUT NOW, I HAVE FAR MORE MONUMENTAL MATTERS TO CONSIDER--!
I MUST DECIDE WHICH UNSUSPECTING TARGET WILL BE THE FIRST TO FEEL MY IRRESISTIBLE MISSILE ATTACK!

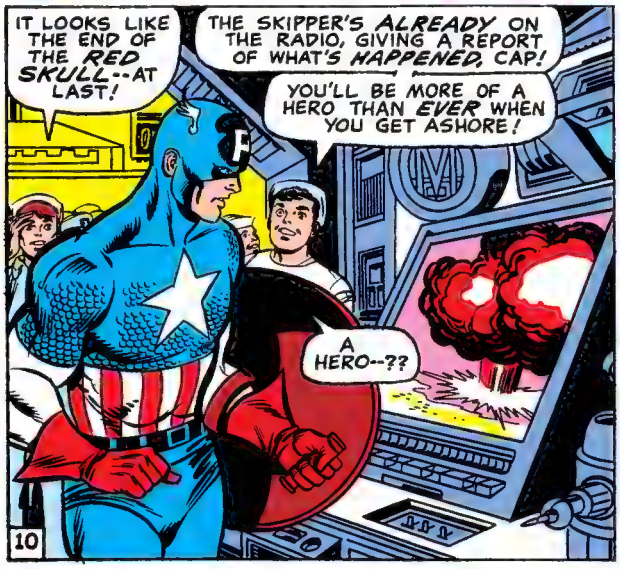
FOR, ONLY BY COMPLETELY DECIMATING AN ENTIRE METROPOLIS CAN I MAKE THE WORLD REALIZE THAT IT MUST OBEY MY EVERY WHIM!
WITHIN A FEW SHORT HOURS, ALL OF EARTH SHALL GROVEL BENEATH THE HEEL OF THE MIGHTY RED SKULL!


BUT THEN, SECONDS LATER--
SKULL! THIS IS CAPTAIN AMERICA!
YOU ARE IN DEADLY DANGER! YOU HAVE 60 SECONDS TO LEAVE THE XPT-1!
ABANDON THE SHIP NOW! WE WILL PICK YOU UP! HURRY!
IT CAN'T BE! IT CAN'T!! HE MUST NOT DEFEAT ME AGAIN!! NOT AGAIN!!
HE STILL LIVES!! MY WORST ENEMY STILL LIVES!!


YOU DIDN'T REALIZE-- XPT-1 IS AN EXPERIMENTAL SHIP! HAVING SERVED ITS PURPOSE, IT WAS ON ITS FINAL VOYAGE--TO BE DESTROYED!
I MERELY CHANGED THE TIMING DEVICE! YOU NOW HAVE ONLY 45 SECONDS! WE'RE WAITING, SKULL--!
NO! NO! I STILL HAVE A CHANCE!
IF I CAN REACH THE TIMING DEVICE BEFORE ZERO SECOND--!!

SKULL! WE CAN'T WAIT ANY LONGER! WHERE ARE YOU?
I'LL REACH IT!! THE WORLD WILL YET BE MINE!
IT IS MY DESTINY TO RULE! I MUST BE TRUE-- TO MY DESTINY--!

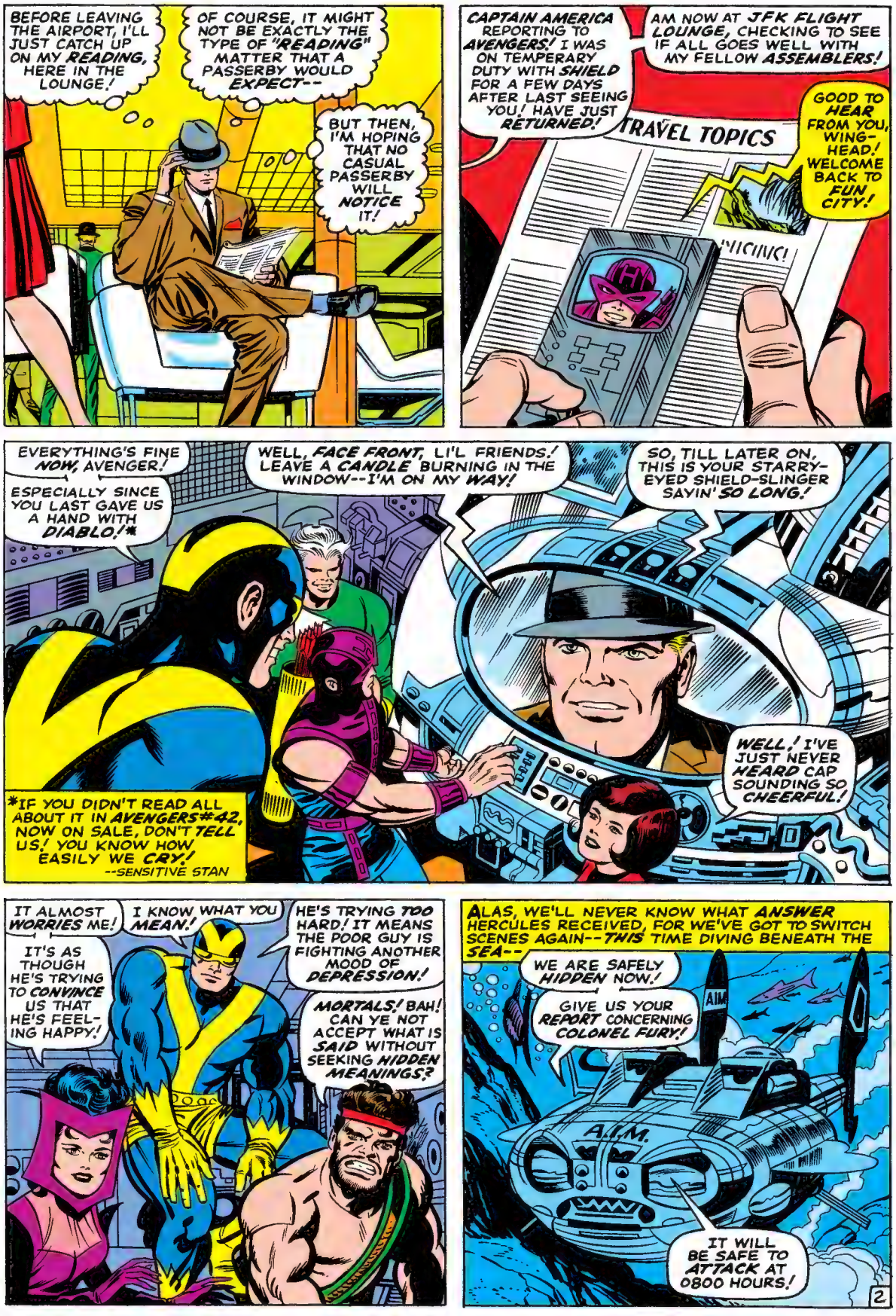

BUT, ALAS, NO MAN EVER TRULY KNOWS-- HIS REAL DESTINY--!!

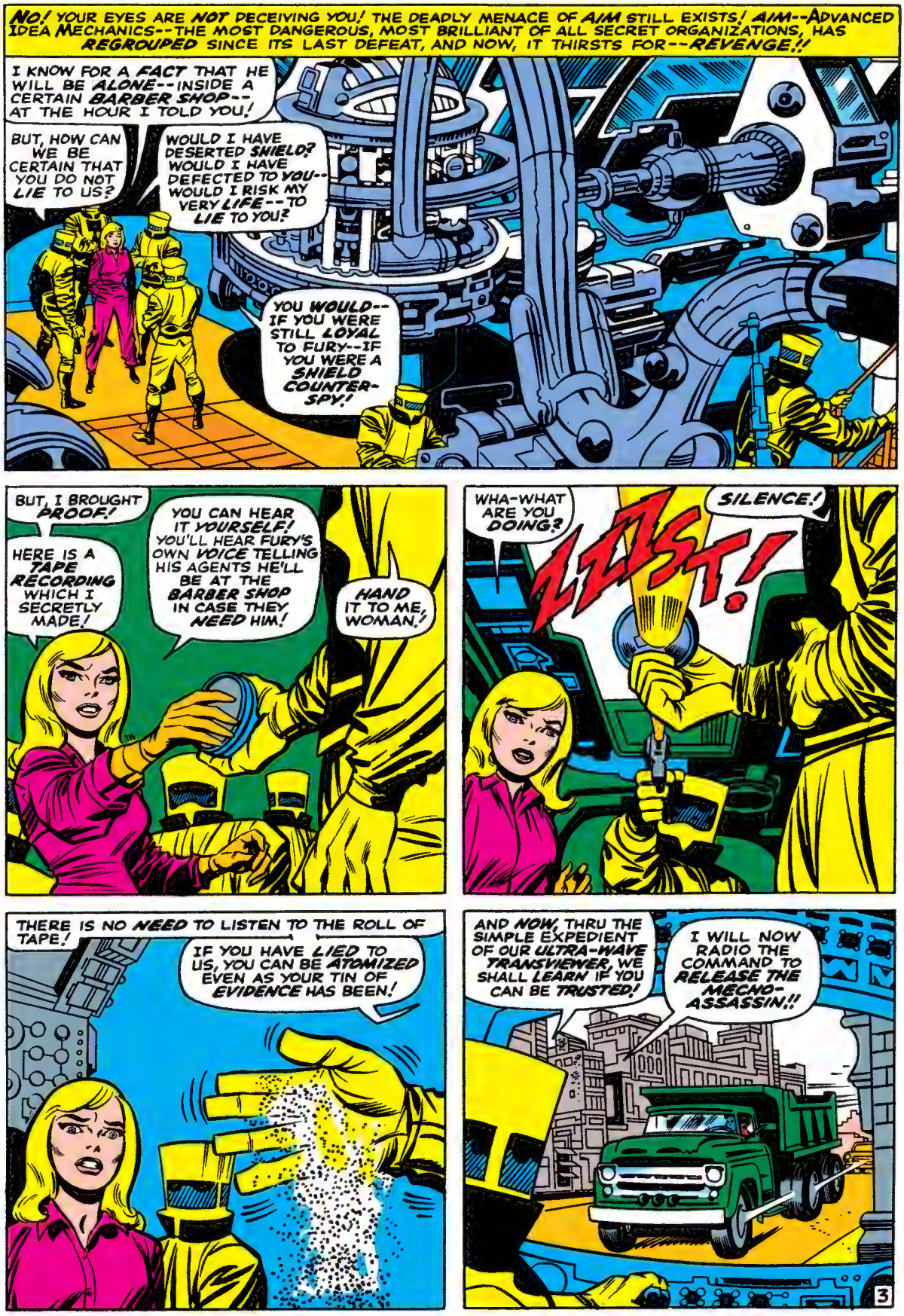

IT LOOKS LIKE THE END OF THE RED SKULL--AT LAST!
THE SKIPPER'S ALREADY ON THE RADIO, GIVING A REPORT OF WHAT'S HAPPENED, CAP!
YOU'LL BE MORE OF A HERO THAN EVER WHEN YOU GET ASHORE!
A HERO--??

I'M NO MORE A HERO THAN ANY MAN WHO FIGHTS FOR JUSTICE, AND FREEDOM, AND BROTHERHOOD!
SO LONG AS WE CHERISH LIBERTY --SO LONG AS THE BITTER WEED OF TYRANNY CAN NEVER TAKE ROOT UPON OUR SHORES --THEN ALL OF US ARE HEROES--
AND, THE DREAM WHICH IS AMERICA WILL LONG ENDURE!
NEXT: ENTER NICK FURY!

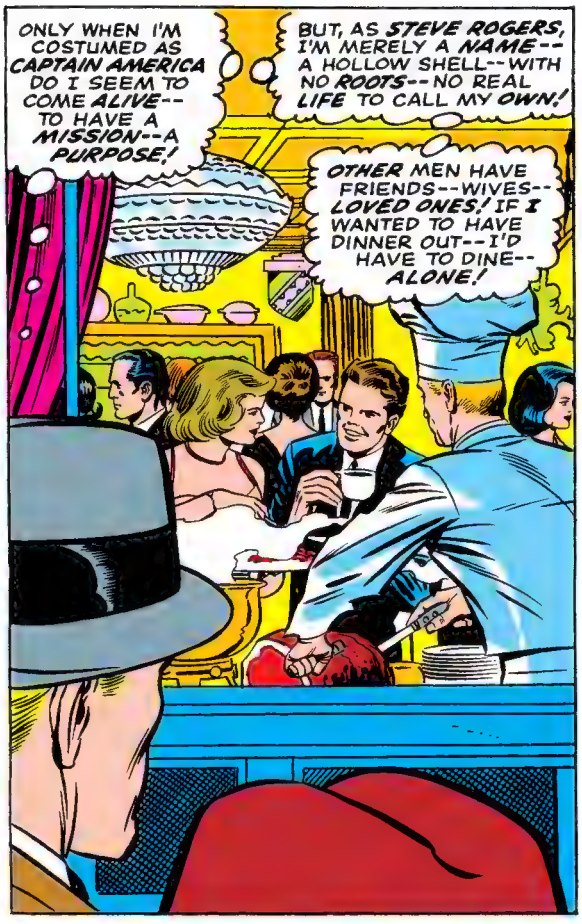
TALES OF SUSPENSE
featuring
CAPTAIN AMERICA AND IRON MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
92 AUG
"BEFORE MY EYES... NICK FURY DIED!!"

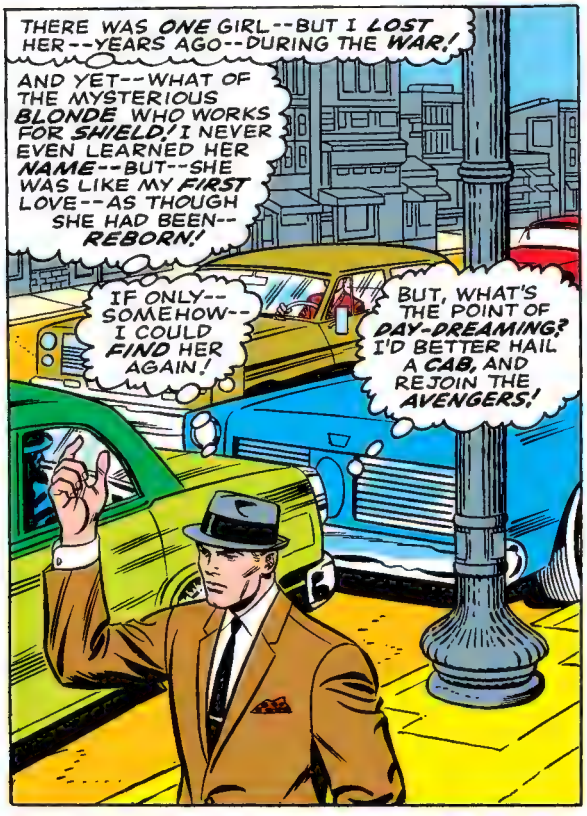
CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II
"BEFORE MY EYES, NICK FURY DIED!"
HANDSOME AS A SCREEN STAR! ALERT AS A TIGER! STRAIGHT AS A RAMROD--TALL, LEAN, MUSCULAR STEVE ROGERS CHECKS IN AT KENNEDY AIRPORT FROM AN UNEVENTFUL JET FLIGHT AS OUR GRIPPING TALE BEGINS--
HOME AT LAST! NOW--IF ONLY I CAN MANAGE TO UNSNARL THE MANY THREADS OF MY TANGLED LIFE!
MARVEL'S TRULY TITANIC TWOSOME--REUNITED ONCE MORE!
STAN (THE MAN) LEE and JACK (KING) KIRBY
EMBELLISHMENT BY: JOE SINNOTT
LETTERING BY: ARTIE SIMEK
1

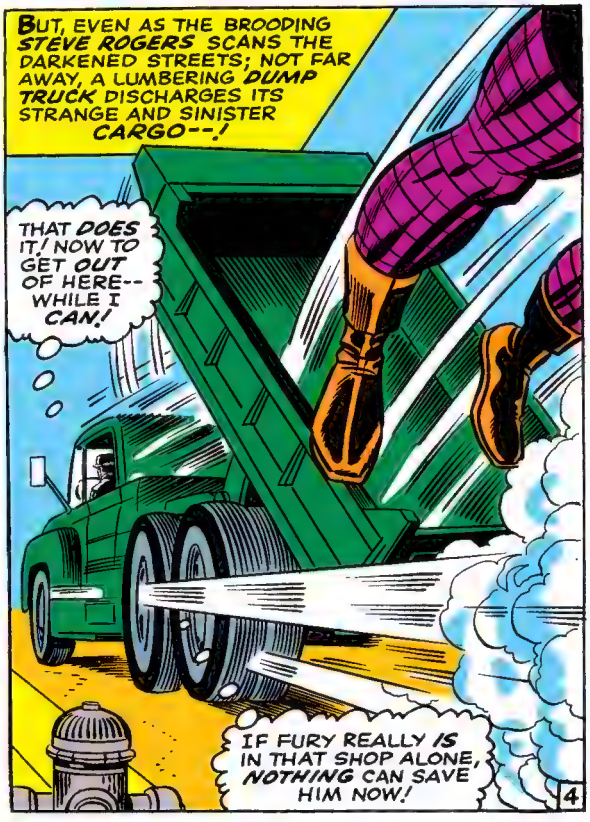

BEFORE LEAVING THE AIRPORT, I'LL JUST CATCH UP ON MY READING, HERE IN THE LOUNGE!
OF COURSE, IT MIGHT NOT BE EXACTLY THE TYPE OF "READING" MATTER THAT A PASSERBY WOULD EXPECT--
BUT THEN, I'M HOPING THAT NO CASUAL PASSERBY WILL NOTICE IT!
CAPTAIN AMERICA REPORTING TO AVENGERS! I WAS ON TEMPERARY DUTY WITH SHIELD FOR A FEW DAYS AFTER LAST SEEING YOU! HAVE JUST RETURNED!
AM NOW AT JFK FLIGHT LOUNGE, CHECKING TO SEE IF ALL GOES WELL WITH MY FELLOW ASSEMBLERS!
TRAVEL TOPICS
GOOD TO HEAR FROM YOU, WING-HEAD! WELCOME BACK TO FUN CITY!
EVERYTHING'S FINE NOW, AVENGER!
ESPECIALLY SINCE YOU LAST GAVE US A HAND WITH DIABLO!*
WELL, FACE FRONT, LI'L FRIENDS! LEAVE A CANDLE BURNING IN THE WINDOW--I'M ON MY WAY!
SO, TILL LATER ON, THIS IS YOUR STARRY-EYED SHIELD-SLINGER SAYIN' SO LONG!
WELL! I'VE JUST NEVER HEARD CAP SOUNDING SO CHEERFUL!
*IF YOU DIDN'T READ ALL ABOUT IT IN AVENGERS #42, NOW ON SALE, DON'T TELL US! YOU KNOW HOW EASILY WE CRY! --SENSITIVE STAN
IT ALMOST WORRIES ME!
I KNOW WHAT YOU MEAN!
IT'S AS THOUGH HE'S TRYING TO CONVINCE US THAT HE'S FEELING HAPPY!
HE'S TRYING TOO HARD! IT MEANS THE POOR GUY IS FIGHTING ANOTHER MOOD OF DEPRESSION!
MORTALS! BAH! CAN YE NOT ACCEPT WHAT IS SAID WITHOUT SEEKING HIDDEN MEANINGS?
ALAS, WE'LL NEVER KNOW WHAT ANSWER HERCULES RECEIVED, FOR WE'VE GOT TO SWITCH SCENES AGAIN--THIS TIME DIVING BENEATH THE SEA--
WE ARE SAFELY HIDDEN NOW!
GIVE US YOUR REPORT CONCERNING COLONEL FURY!
A.I.M.
IT WILL BE SAFE TO ATTACK AT 0800 HOURS!
2


NO! YOUR EYES ARE NOT DECEIVING YOU! THE DEADLY MENACE OF AIM STILL EXISTS! AIM--ADVANCED IDEA MECHANICS--THE MOST DANGEROUS, MOST BRILLIANT OF ALL SECRET ORGANIZATIONS, HAS REGROUPED SINCE ITS LAST DEFEAT, AND NOW, IT THIRSTS FOR--REVENGE!!
I KNOW FOR A FACT THAT HE WILL BE ALONE--INSIDE A CERTAIN BARBER SHOP--AT THE HOUR I TOLD YOU!
BUT, HOW CAN WE BE CERTAIN THAT YOU DO NOT LIE TO US?
WOULD I HAVE DESERTED SHIELD? WOULD I HAVE DEFECTED TO YOU--WOULD I RISK MY VERY LIFE--TO LIE TO YOU?
YOU WOULD--IF YOU WERE STILL LOYAL TO FURY--IF YOU WERE A SHIELD COUNTER-SPY!
BUT, I BROUGHT PROOF!
HERE IS A TAPE RECORDING WHICH I SECRETLY MADE!
YOU CAN HEAR IT YOURSELF! YOU'LL HEAR FURY'S OWN VOICE TELLING HIS AGENTS HE'LL BE AT THE BARBER SHOP IN CASE THEY NEED HIM!
HAND IT TO ME, WOMAN!
WHA-WHAT ARE YOU DOING?
SILENCE!
ZZZST!
THERE IS NO NEED TO LISTEN TO THE ROLL OF TAPE!
IF YOU HAVE LIED TO US, YOU CAN BE ATOMIZED EVEN AS YOUR TIN OF EVIDENCE HAS BEEN!
AND NOW, THRU THE SIMPLE EXPEDIENT OF OUR ULTRA-WAVE TRANSVIEWER, WE SHALL LEARN IF YOU CAN BE TRUSTED!
I WILL NOW RADIO THE COMMAND TO RELEASE THE MECHO-ASSASSIN!!
3

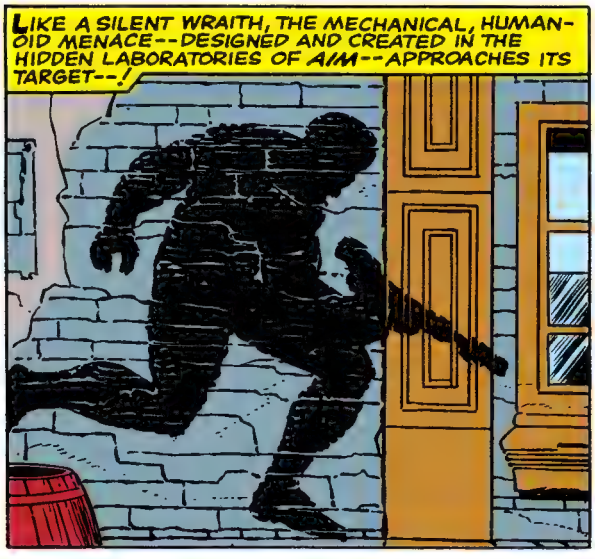
AND, AT THAT VERY MOMENT--
THE STREETS ARE TEEMING WITH PEOPLE--NORMAL CITIZENS, GOING ABOUT THEIR EVERYDAY TASKS!
BUT, EVEN IN THE CENTER OF A CROWD, I'M AN OUTSIDER--AN OUTCAST--A MISFIT!
PUBLIC SHELTER

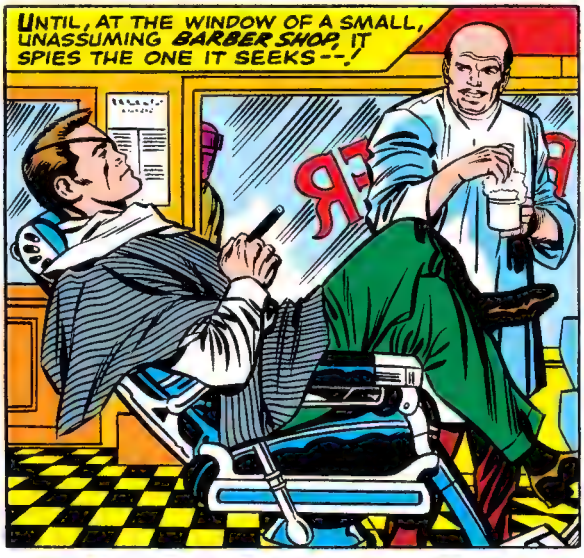

ONLY WHEN I'M COSTUMED AS CAPTAIN AMERICA DO I SEEM TO COME ALIVE--TO HAVE A MISSION--A PURPOSE!
BUT, AS STEVE ROGERS, I'M MERELY A NAME--A HOLLOW SHELL--WITH NO ROOTS--NO REAL LIFE TO CALL MY OWN!
OTHER MEN HAVE FRIENDS--WIVES--LOVED ONES! IF I WANTED TO HAVE DINNER OUT--I'D HAVE TO DINE--ALONE!

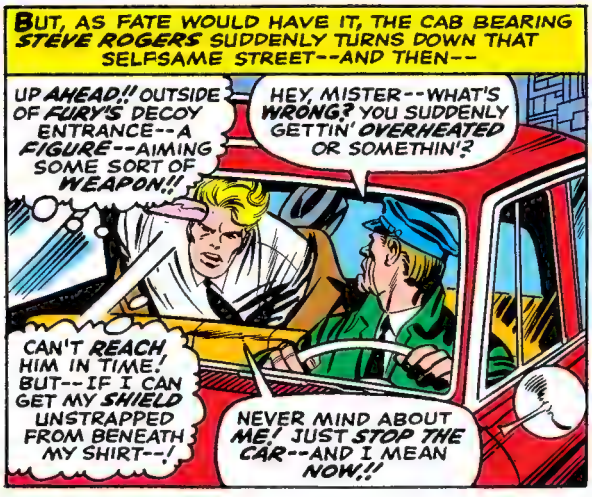

THERE WAS ONE GIRL--BUT I LOST HER--YEARS AGO--DURING THE WAR!
AND YET--WHAT OF THE MYSTERIOUS BLONDE WHO WORKS FOR SHIELD! I NEVER EVEN LEARNED HER NAME--BUT--SHE WAS LIKE MY FIRST LOVE--AS THOUGH SHE HAD BEEN--REBORN!
IF ONLY--SOMEHOW--I COULD FIND HER AGAIN!
BUT, WHAT'S THE POINT OF DAY-DREAMING? I'D BETTER HAIL A CAB, AND REJOIN THE AVENGERS!

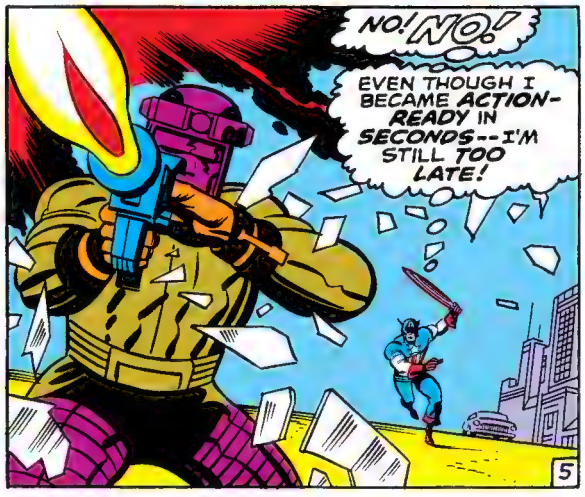

BUT, EVEN AS THE BROODING STEVE ROGERS SCANS THE DARKENED STREETS; NOT FAR AWAY, A LUMBERING DUMP TRUCK DISCHARGES ITS STRANGE AND SINISTER CARGO--!
THAT DOES IT! NOW TO GET OUT OF HERE--WHILE I CAN!
IF FURY REALLY IS IN THAT SHOP ALONE, NOTHING CAN SAVE HIM NOW!

OPERATOR G-42 TO AIM.!
MECHO-ASSASSIN RELEASED! PROGRAMMED TO REACH DESTINATION WITHIN SIXTY SECONDS AND DESTROY VICTIM.!
OVER-- AND OUT.!

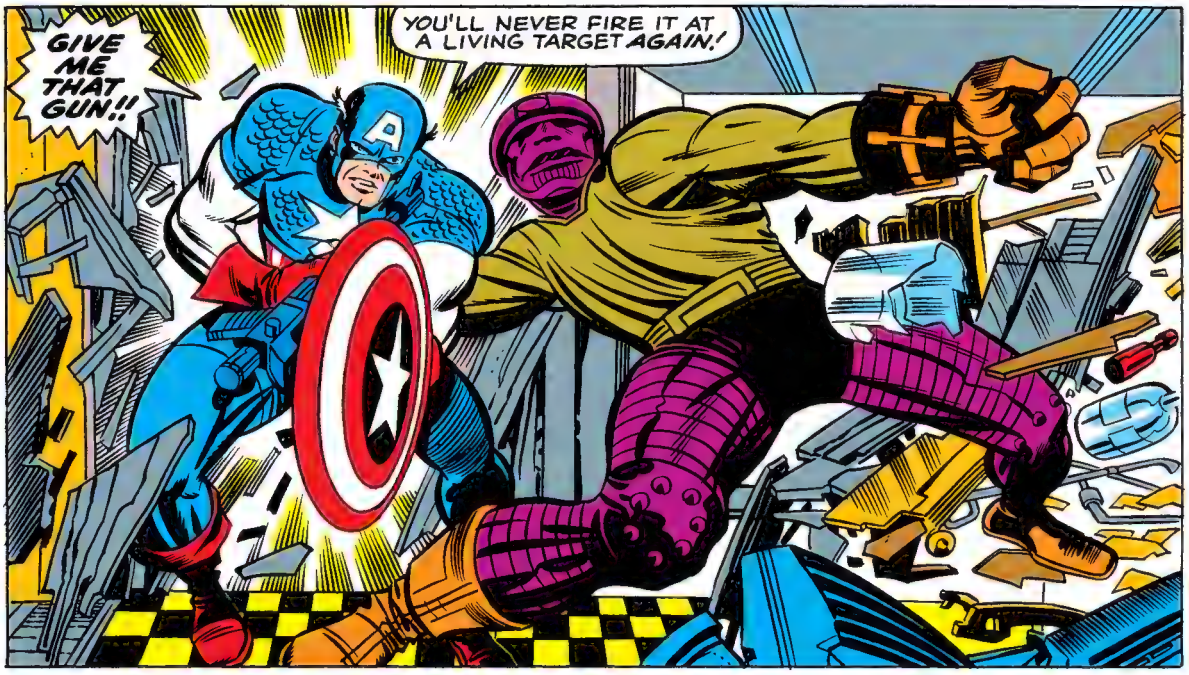

LIKE A SILENT WRAITH, THE MECHANICAL, HUMANOID MENACE--DESIGNED AND CREATED IN THE HIDDEN LABORATORIES OF AIM--APPROACHES ITS TARGET--!

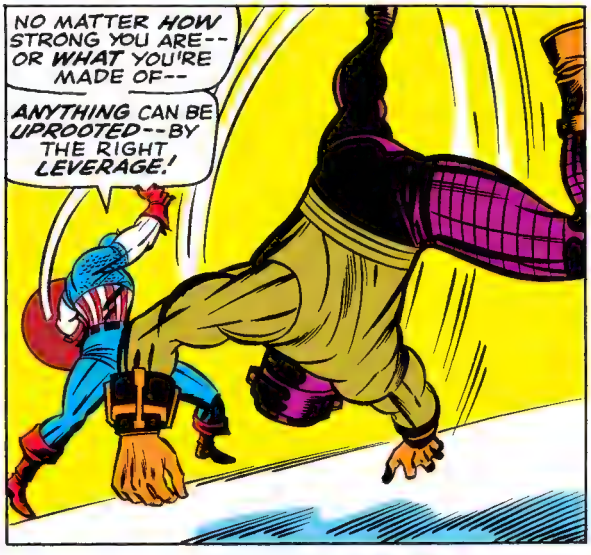

UNTIL, AT THE WINDOW OF A SMALL, UNASSUMING BARBER SHOP, IT SPIES THE ONE IT SEEKS--!

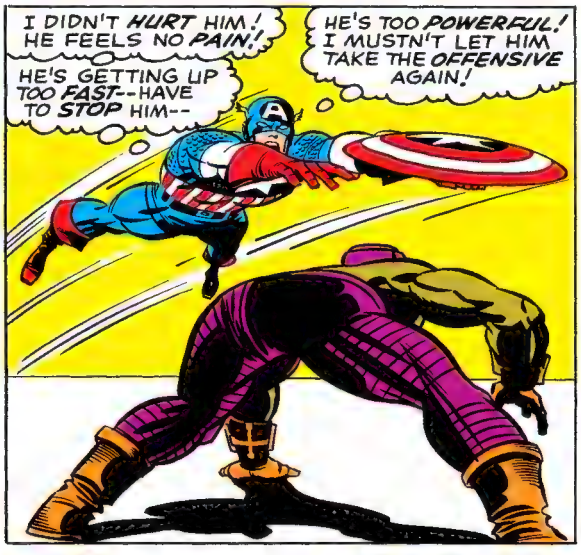

BUT, AS FATE WOULD HAVE IT, THE CAB BEARING STEVE ROGERS SUDDENLY TURNS DOWN THAT SELFSAME STREET--AND THEN--
UP AHEAD!! OUTSIDE OF FURY'S DECOY ENTRANCE--A FIGURE--AIMING SOME SORT OF WEAPON!!
HEY, MISTER--WHAT'S WRONG? YOU SUDDENLY GETTIN' OVERHEATED OR SOMETHIN'?
CAN'T REACH HIM IN TIME! BUT--IF I CAN GET MY SHIELD UNSTRAPPED FROM BENEATH MY SHIRT--!
NEVER MIND ABOUT ME! JUST STOP THE CAR--AND I MEAN NOW!!

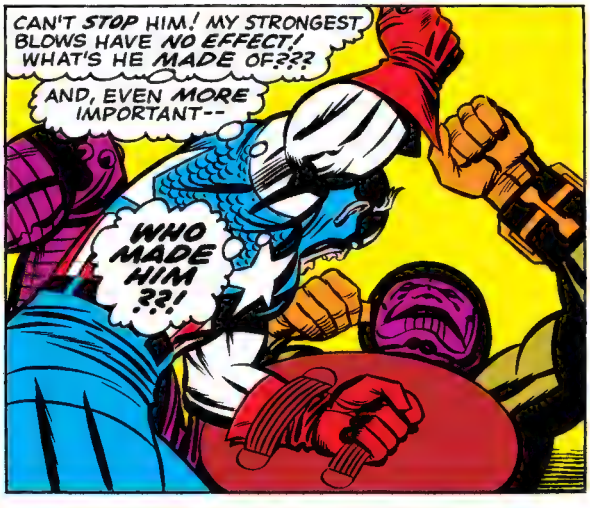

NO! NO!
EVEN THOUGH I BECAME ACTION-READY IN SECONDS--I'M STILL TOO LATE!

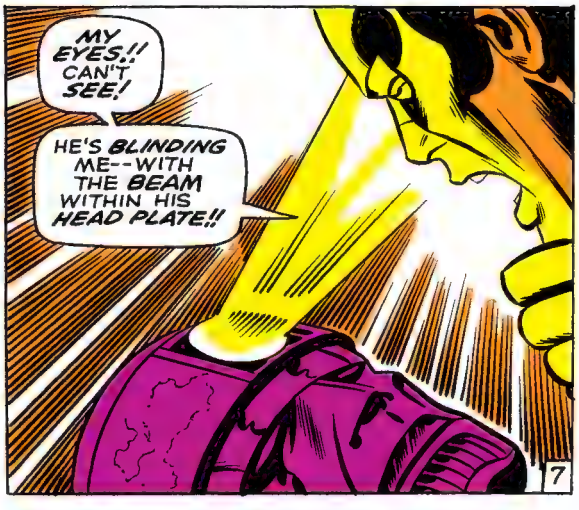
TOO LATE!
SHOP
THTANG!
FURY WAS SITTING IN THERE! I SAW HIM!
WHOEVER YOU ARE --WHATEVER YOU ARE --YOU'LL PAY FOR THAT!!
NO MATTER NOW POWERFUL THAT GUN MAY BE--YOU'LL PAY!!
BUT, ALTHOUGH CAP'S SHIELD IS ABLE TO SAVE HIS LIFE, IT CANNOT PREVENT THE FORCE OF IMPACT FROM MOMENTARILY STUNNING HIM--!
HOWEVER, THE HULKING, HUMANOID WEAPON OF AIM HAS NOT BEEN PROGRAMMED TO DESTROY CAPTAIN AMERICA, AND SO--
DISREGARDING THE GALLANT, FALLEN FIGURE, WHO EVEN NOW STRUGGLES TO HIS FEET, THE ASSASSIN CHECKS ITS LETHAL HANDIWORK--
THEN, OBSERVING THAT ITS MISSION HAS BEEN TOTALLY SUCCESSFUL, IT STEPS BACK, PREPARING TO LEAVE--!
BUT, A SPLIT-SECOND LATER--

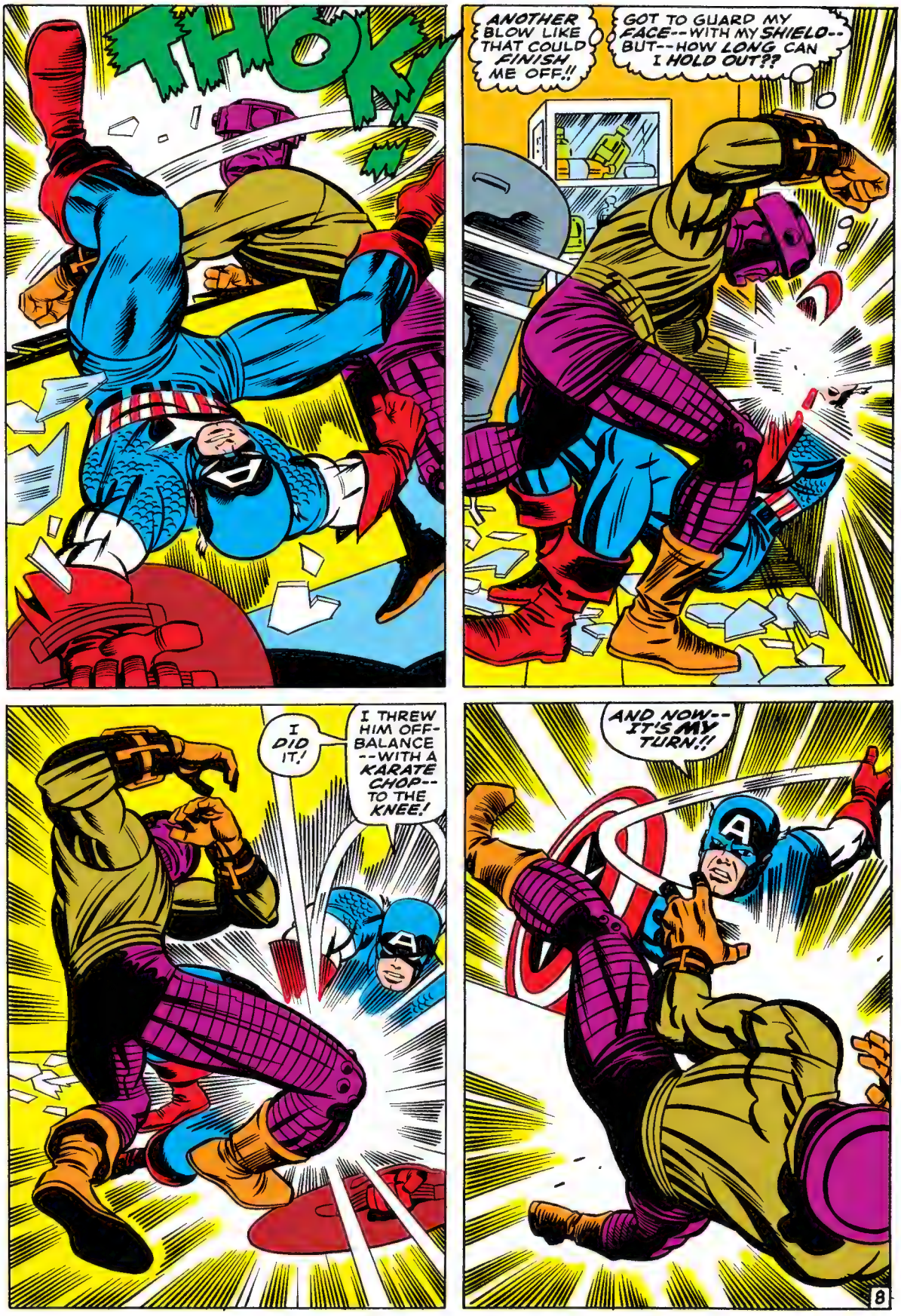

GIVE ME THAT GUN!!
YOU'LL NEVER FIRE IT AT A LIVING TARGET AGAIN!


NO MATTER HOW STRONG YOU ARE--OR WHAT YOU'RE MADE OF--
ANYTHING CAN BE UPROOTED--BY THE RIGHT LEVERAGE!


I DIDN'T HURT HIM! HE FEELS NO PAIN!
HE'S TOO POWERFUL! I MUSTN'T LET HIM TAKE THE OFFENSIVE AGAIN!
HE'S GETTING UP TOO FAST--HAVE TO STOP HIM--


CAN'T STOP HIM! MY STRONGEST BLOWS HAVE NO EFFECT! WHAT'S HE MADE OF???
AND, EVEN MORE IMPORTANT--
WHO MADE HIM ??!


MY EYES!! CAN'T SEE!
HE'S BLINDING ME--WITH THE BEAM WITHIN HIS HEAD PLATE!!

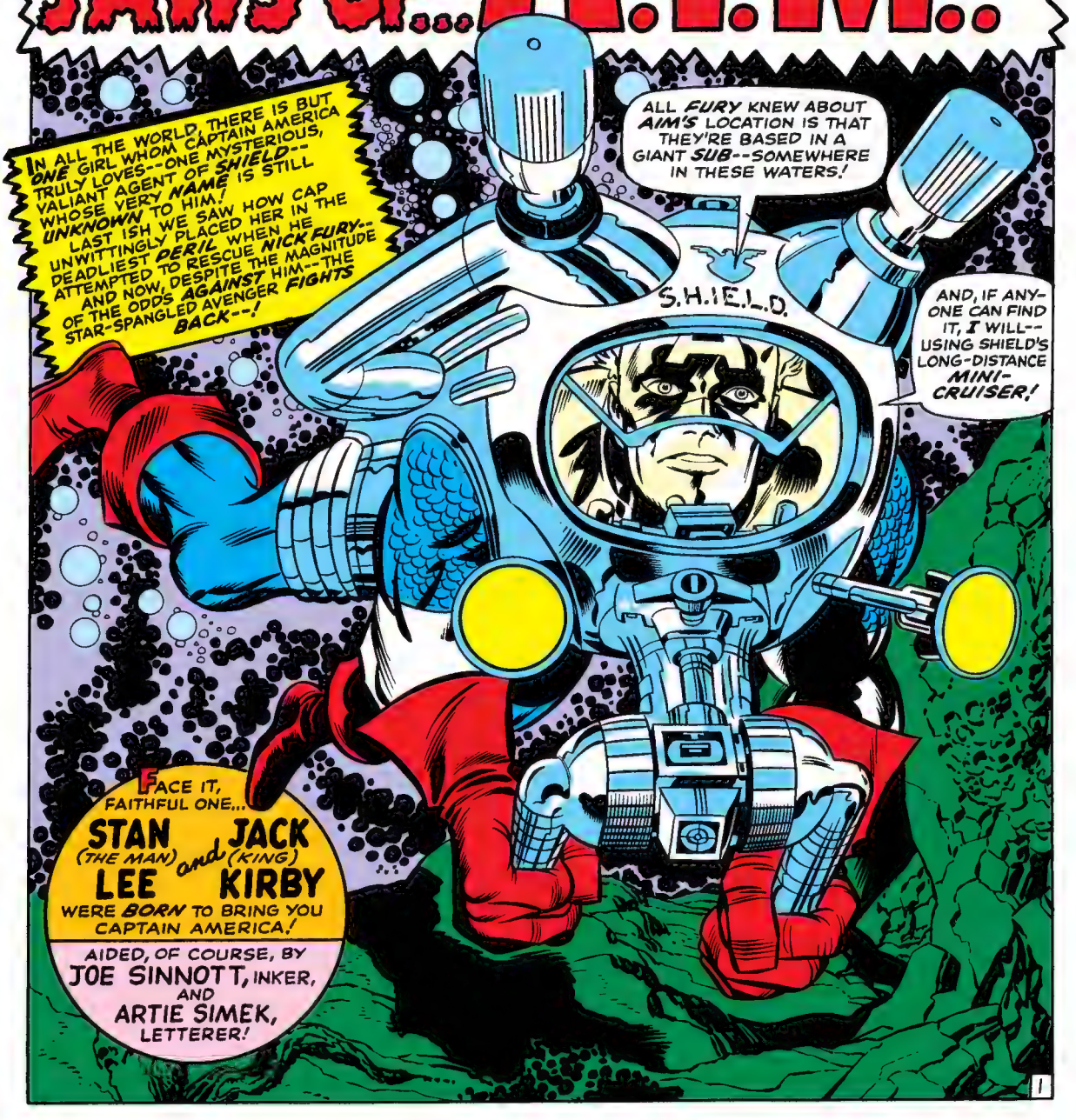

THOK!
ANOTHER BLOW LIKE THAT COULD FINISH ME OFF!!
GOT TO GUARD MY FACE--WITH MY SHIELD--BUT--HOW LONG CAN I HOLD OUT??
I DID IT!
I THREW HIM OFF-BALANCE --WITH A KARATE CHOP-- TO THE KNEE!
AND NOW-- IT'S MY TURN!!

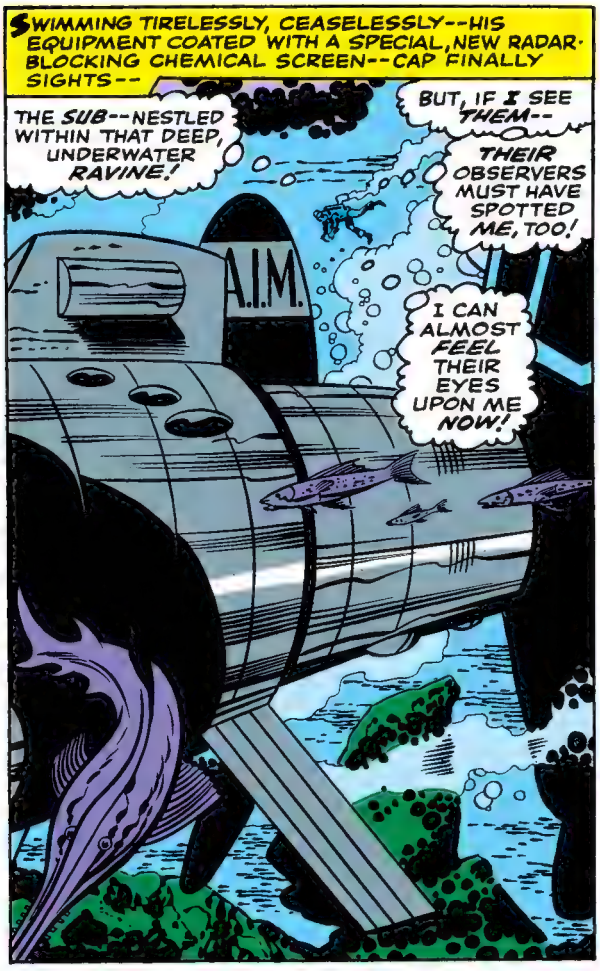
BUT, BEFORE CAP CAN MAKE ANOTHER MOVE, THE SAME ARMORED KNEE WHICH HAD BUCKLED UNDER NOW SLAMS INTO THE DESPERATE SENTINEL--!!
WHUP!
HE'S TOO FAST!! NO LIVING HUMAN COULD DEFEND HIMSELF-- AGAINST BLOWS LIKE THAT!!
MY ONLY CHANCE IS TO LET HIM FLOOR ME!! I'VE GOT TO FALL-- TO GET MY SECOND WIND!!
AND SO--
ZOK
HE'S STANDING THERE-- WAITING--
NOW-- HE'S MOVING CLOSER-- ABOUT TO FINISH THE JOB!
BUT-- THESE FEW SECONDS --WERE JUST WHAT I NEEDED!
OKAY, MISTER-- I'M READY FOR YOU! SO LET'S WRAP IT UP!
ONLY ONE OF US IS GONNA WALK OUT OF HERE-- UNDER HIS OWN STEAM--
9

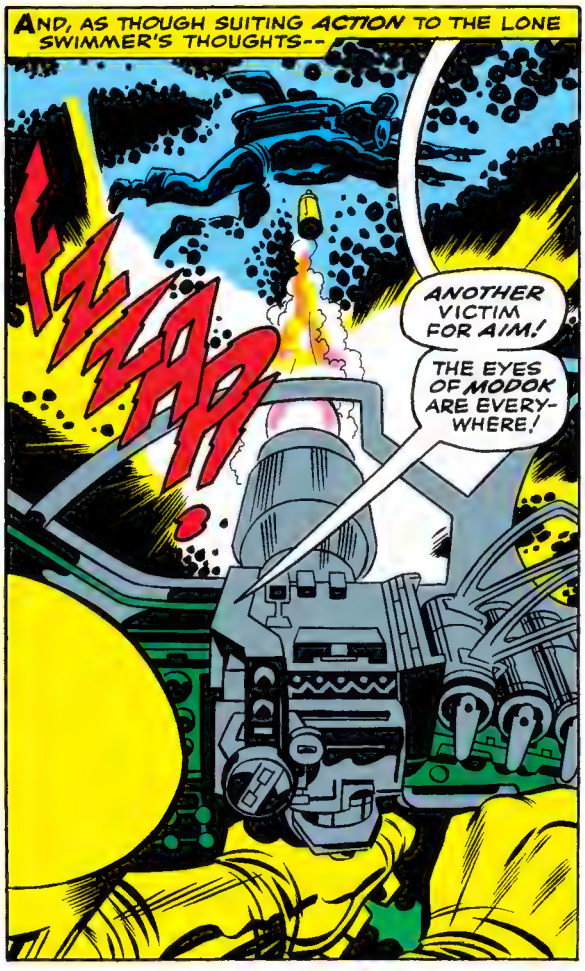
--AND, IT WON'T BE ME!
PRETTY FAIR RIGHT YOU'VE GOT THERE, FELLA!
IT'S ME, ALRIGHT! YOU DID A GOOD JOB, MASKED MAN!
NOW TAKE A SQUINT AT WHAT'S HAPPENIN' TO YER EX-PLAY-MATE!
THAT VOICE!! IT'S--NO! IT CAN'T BE!!
HE'S--BEING ATOMIZED!! --TURNING INTO HIS ELEMENTAL FORM!
YOU KNOW IT! THOSE AIM HYENAS DON'T WANNA LEAVE ANY EVIDENCE FER MY BOYS TO EXAMINE!
HE MUST HAVE BEEN PROGRAMMED FOR SELF-DESTRUCTION --IN CASE OF FAILURE!
AIM?!! IS IT AIM THAT'S BEHIND ALL THIS??
WELL, IT AINT THE CAMP-FIRE GIRLS!
YA PROBABLY GUESSED BY NOW THAT THEY WERE OUT TO GET ME--BUT I WUZ TIPPED OFF!
STILL, TO CONVINCE 'EM THAT YER GIRL FRIEND WUZ ON THE LEVEL, WE HADDA RIG UP SOME LIFE MODEL DECOYS--HOPIN' WE'D FOOL 'EM!
BUT, I GOT A FEELIN' THAT ON ACCOUNTA YOU WE BLEW THE WHOLE BIT!
WAIT A MINUTE!! YOU MENTIONED --A GIRL! IF IT'S--THE ONE I THINK--
HOW DOES SHE FIT INTO THIS??!
SHE'S ONE OF OUR TOP AGENTS! SHE MANAGED TO REACH AIM--TO JOIN 'EM--BUT THEY STILL DON'T TRUST 'ER!
WHAT HAPPENS--IF THEY DISCOVER--SHE'S A SHIELD COUNTER-SPY?
YOU DON'T WANT ME TO ANSWER THAT, DO YA?
THEN--I'VE PUT HER IN JEOPARDY--BY BLUNDERING IN THIS WAY!
FORGET IT! YA DIDN'T KNOW! --BESIDES, SHE'S GONNA BE BAILED OUT--
SOMEONE'S GOTTA INVADE AIM--SINGLE-HANDED--AND SAVE THAT GAL!
I KNOW WHERE I CAN GIT ME A VOLUNTEER --CAP?
NEXT ONE VS. AIM!
10

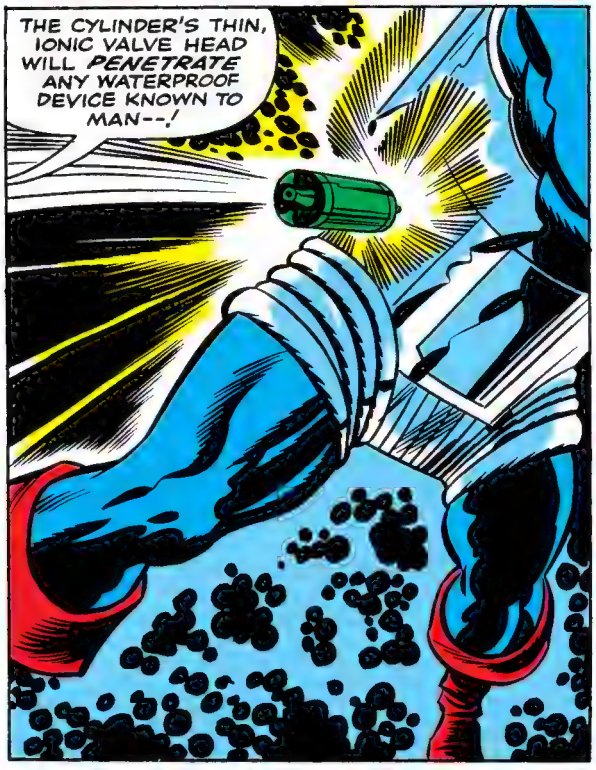
TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
93 SEPT
DON'T MISS THE VILLAINY OF... HALF-FACE!
POWER VS. POWER!
BACK AGAIN !! STRONGER THAN EVER!
THE TITANIUM MAN!

"INTO THE JAWS OF... A.I.M.!"

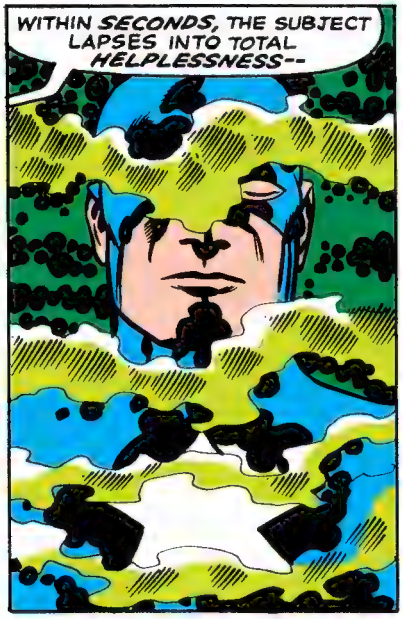

IN ALL THE WORLD, THERE IS BUT ONE GIRL WHOM CAPTAIN AMERICA TRULY LOVES--ONE MYSTERIOUS, VALIANT AGENT OF SHIELD--WHOSE VERY NAME IS STILL UNKNOWN TO HIM! LAST ISH WE SAW HOW CAP UNWITTINGLY PLACED HER IN THE DEADLIEST PERIL WHEN HE ATTEMPTED TO RESCUE NICK FURY--AND NOW, DESPITE THE MAGNITUDE OF THE ODDS AGAINST HIM--THE STAR-SPANGLED AVENGER FIGHTS BACK--!
ALL FURY KNEW ABOUT AIM'S LOCATION IS THAT THEY'RE BASED IN A GIANT SUB--SOMEWHERE IN THESE WATERS!
S.H.I.E.L.D.
AND, IF ANY-ONE CAN FIND IT, I WILL--USING SHIELD'S LONG-DISTANCE MINI-CRUISER!
FACE IT, FAITHFUL ONE...
STAN (THE MAN) and JACK (KING) LEE KIRBY
WERE BORN TO BRING YOU CAPTAIN AMERICA!
AIDED, OF COURSE, BY JOE SINNOTT, INKER, AND ARTIE SIMEK, LETTERER!


SWIMMING TIRELESSLY, CEASELESSLY--HIS EQUIPMENT COATED WITH A SPECIAL, NEW RADAR-BLOCKING CHEMICAL SCREEN--CAP FINALLY SIGHTS--
THE SUB--NESTLED WITHIN THAT DEEP, UNDERWATER RAVINE!
BUT, IF I SEE THEM--
THEIR OBSERVERS MUST HAVE SPOTTED ME, TOO!
A.I.M.
I CAN ALMOST FEEL THEIR EYES UPON ME NOW!


AND, AS THOUGH SUITING ACTION TO THE LONE SWIMMER'S THOUGHTS--
FZZAP!
ANOTHER VICTIM FOR AIM!
THE EYES OF MODOK ARE EVERYWHERE!

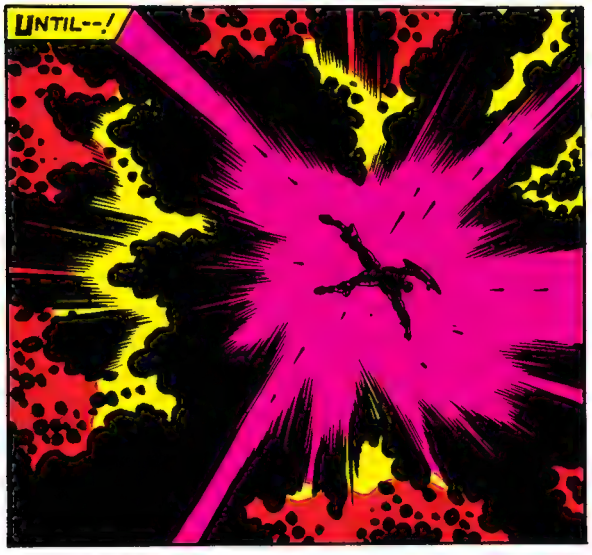

THE CYLINDER'S THIN, IONIC VALVE HEAD WILL PENETRATE ANY WATERPROOF DEVICE KNOWN TO MAN--!

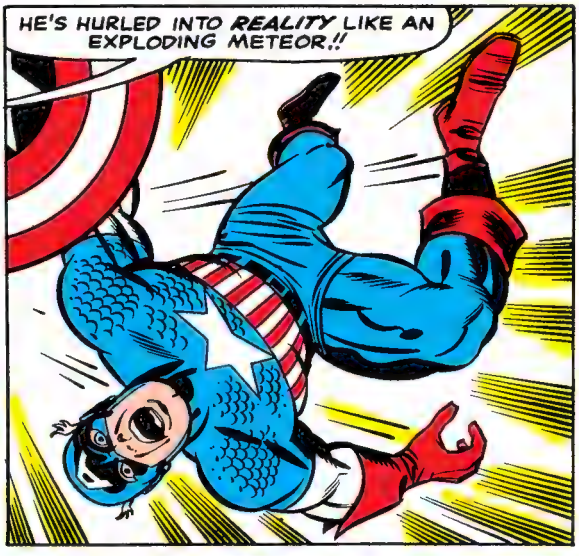
--INSTANTLY PUMPING A NULLIFYING GAS THRU ITS ARMOR-PIERCING NOZZLE--!
2

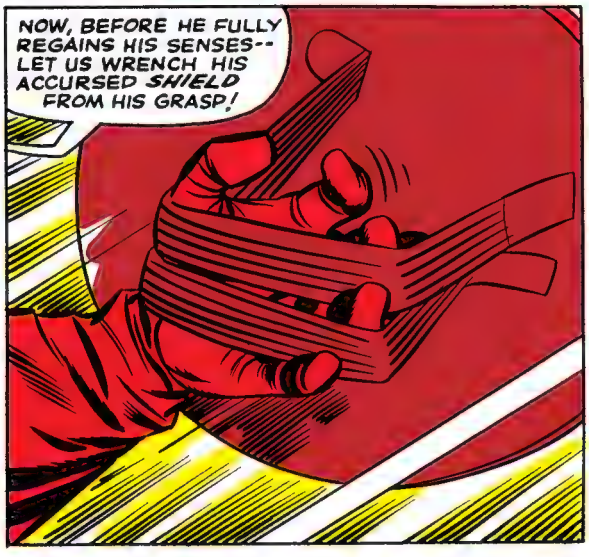

WITHIN SECONDS, THE SUBJECT LAPSES INTO TOTAL HELPLESSNESS--

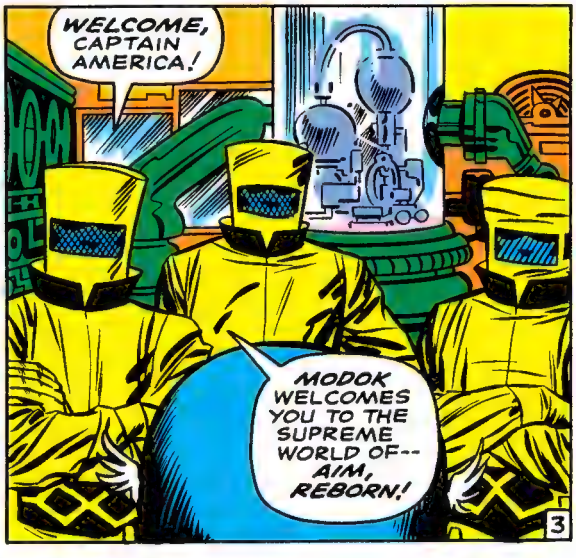
PLUNGING INTO AN ALL-ENGULFING SEA OF ENDLESS NIGHT--!

DRIFTING DEEPER--DEEPER INTO A NAMELESS, SILENT LIMBO--

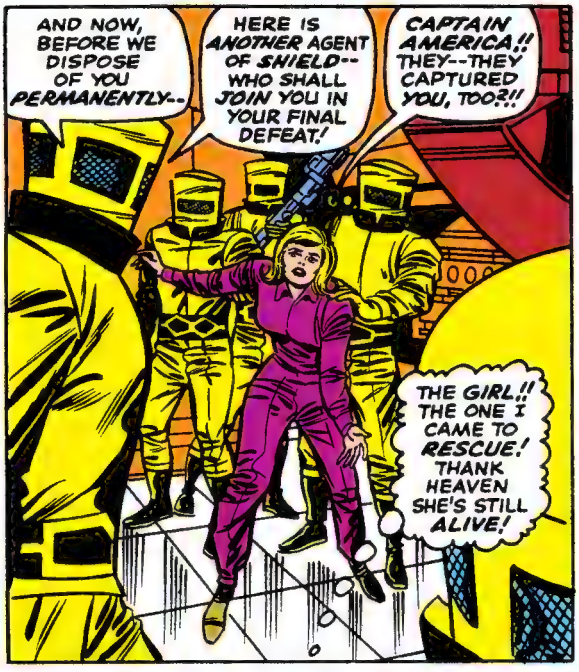

UNTIL--!

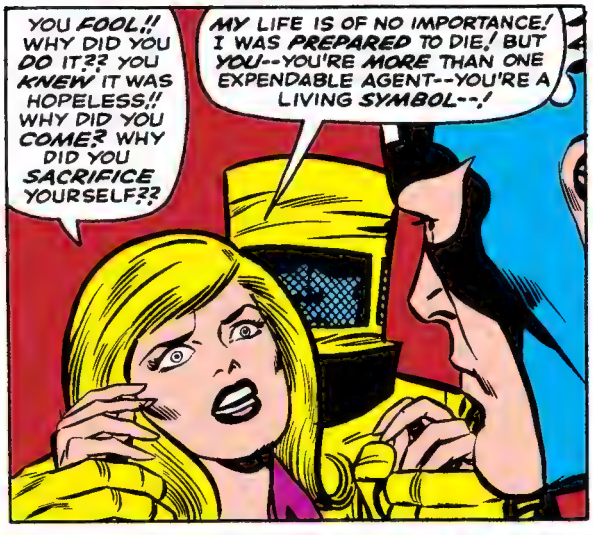

HE'S HURLED INTO REALITY LIKE AN EXPLODING METEOR!!

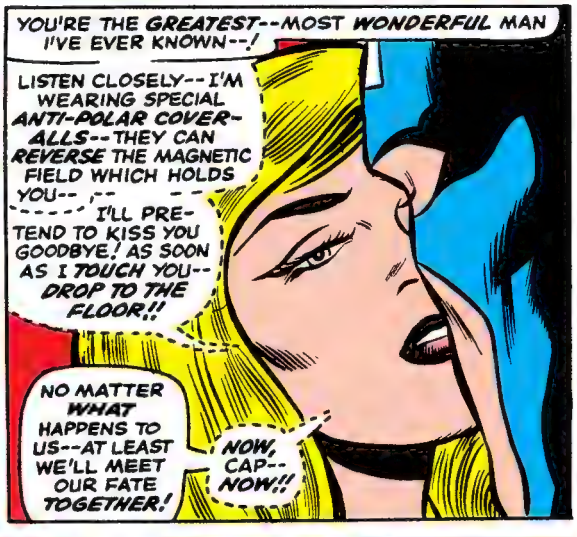

NOW, BEFORE HE FULLY REGAINS HIS SENSES--LET US WRENCH HIS ACCURSED SHIELD FROM HIS GRASP!

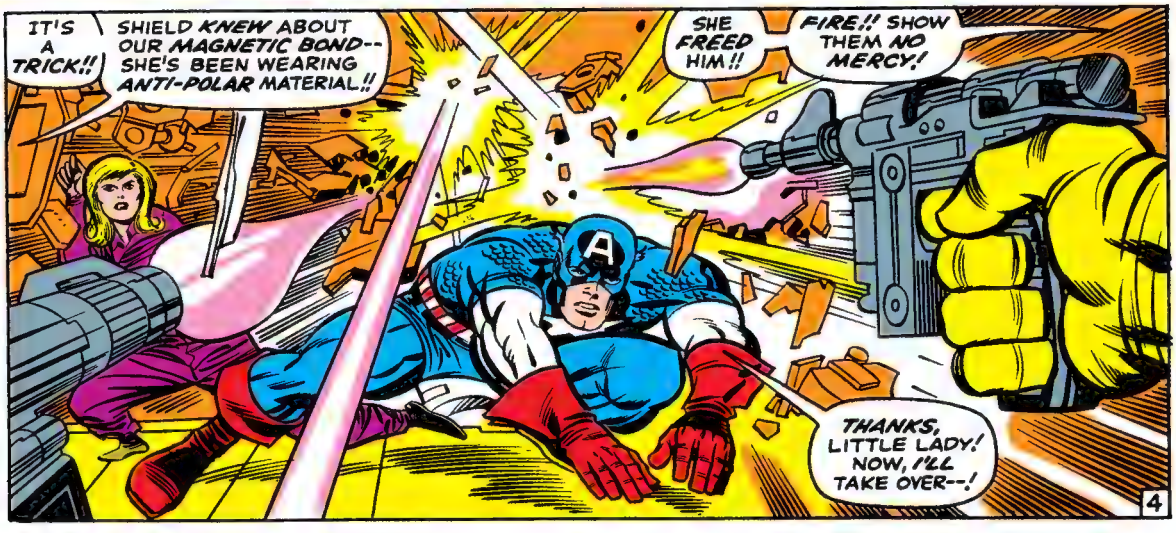

WELCOME, CAPTAIN AMERICA!
MODOK WELCOMES YOU TO THE SUPREME WORLD OF--AIM, REBORN!
3

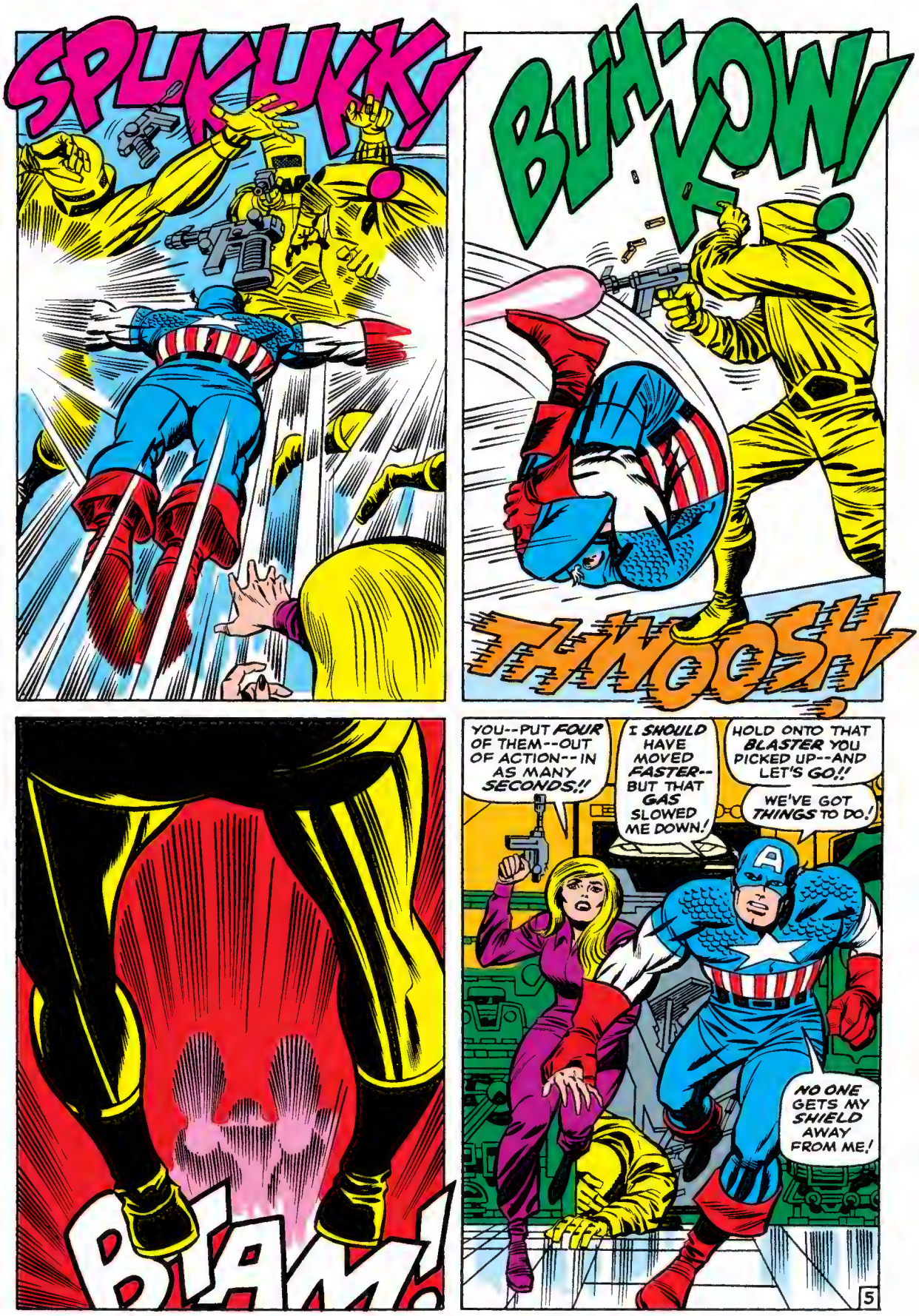
MODOK? WHO IS MODOK?
THE ONE WHO WILL SOON BE RULER OF ALL--EVEN AS HE NOW RULES THE INVINCIBLE FORCES OF ALL-MIGHTY AIM!
TIME ENOUGH TO WORRY ABOUT THAT LATER! FIRST--I'VE GOT TO FIND A WAY TO BREAK FREE!
I'M BEING DRAWN TO A CONDUCTIVE BASE PLATE BY SHEER MAGNETIC FORCE!
AIM REBORN IS AS DIABOLICALLY INVENTIVE AS EVER BEFORE!

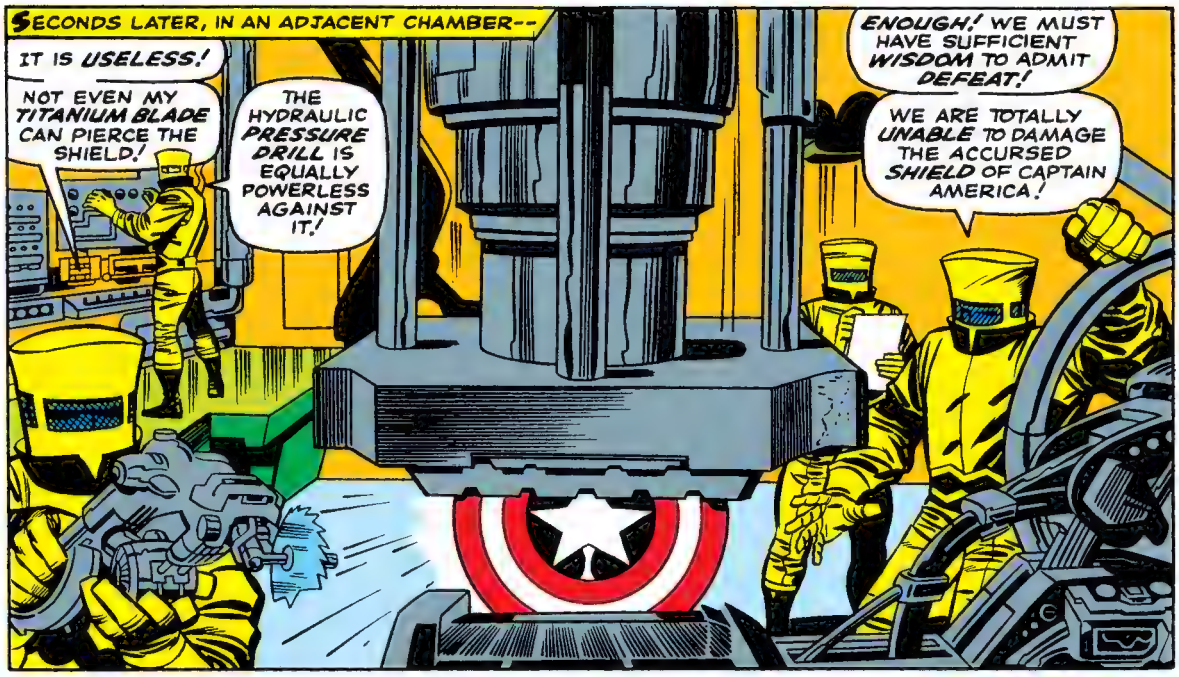

AND NOW, BEFORE WE DISPOSE OF YOU PERMANENTLY--
HERE IS ANOTHER AGENT OF SHIELD--WHO SHALL JOIN YOU IN YOUR FINAL DEFEAT!
CAPTAIN AMERICA!! THEY--THEY CAPTURED YOU, TOO?!!
THE GIRL!! THE ONE I CAME TO RESCUE! THANK HEAVEN SHE'S STILL ALIVE!

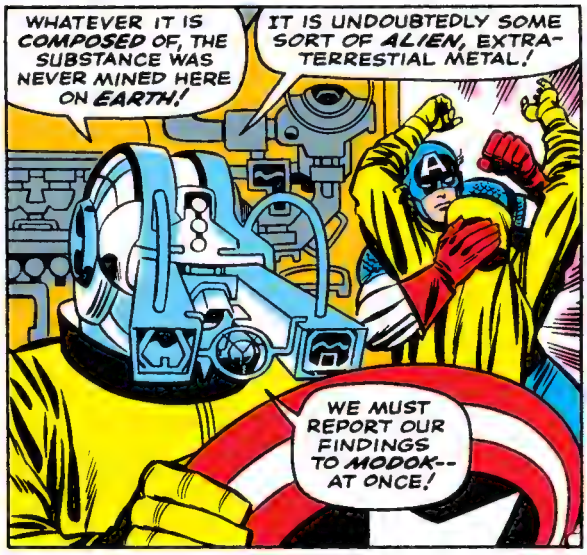

YOU FOOL!! WHY DID YOU DO IT?? YOU KNEW IT WAS HOPELESS!! WHY DID YOU COME? WHY DID YOU SACRIFICE YOURSELF??
MY LIFE IS OF NO IMPORTANCE! I WAS PREPARED TO DIE! BUT YOU--YOU'RE MORE THAN ONE EXPENDABLE AGENT--YOU'RE A LIVING SYMBOL--!

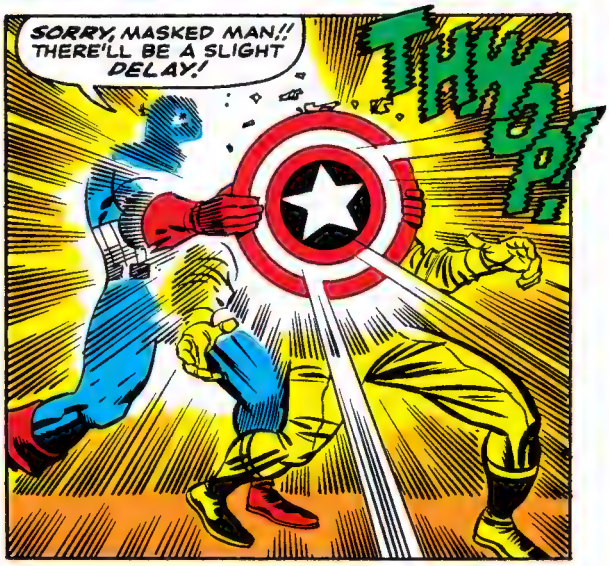

YOU'RE THE GREATEST--MOST WONDERFUL MAN I'VE EVER KNOWN--!
LISTEN CLOSELY--I'M WEARING SPECIAL ANTI-POLAR COVER-ALLS--THEY CAN REVERSE THE MAGNETIC FIELD WHICH HOLDS YOU--
I'LL PRETEND TO KISS YOU GOODBYE! AS SOON AS I TOUCH YOU--DROP TO THE FLOOR!!
NO MATTER WHAT HAPPENS TO US--AT LEAST WE'LL MEET OUR FATE TOGETHER!
NOW, CAP--NOW!!


IT'S A TRICK!!
SHIELD KNEW ABOUT OUR MAGNETIC BOND--SHE'S BEEN WEARING ANTI-POLAR MATERIAL!!
SHE FREED HIM!!
FIRE!! SHOW THEM NO MERCY!
THANKS, LITTLE LADY! NOW, I'LL TAKE OVER--!

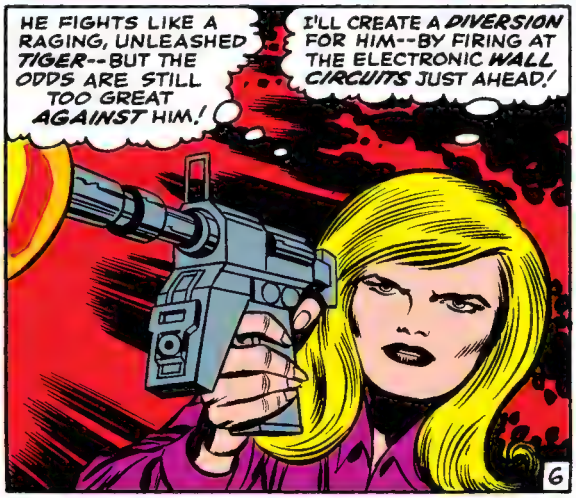

SPUKUKK!
BUH-KOW!
THWOOSH!
BLAM!
YOU--PUT FOUR OF THEM--OUT OF ACTION--IN AS MANY SECONDS!!
I SHOULD HAVE MOVED FASTER--BUT THAT GAS SLOWED ME DOWN!
HOLD ONTO THAT BLASTER YOU PICKED UP--AND LET'S GO!!
WE'VE GOT THINGS TO DO!
NO ONE GETS MY SHIELD AWAY FROM ME!
5


SECONDS LATER, IN AN ADJACENT CHAMBER--
IT IS USELESS!
NOT EVEN MY TITANIUM BLADE CAN PIERCE THE SHIELD!
THE HYDRAULIC PRESSURE DRILL IS EQUALLY POWERLESS AGAINST IT!
ENOUGH! WE MUST HAVE SUFFICIENT WISDOM TO ADMIT DEFEAT!
WE ARE TOTALLY UNABLE TO DAMAGE THE ACCURSED SHIELD OF CAPTAIN AMERICA!

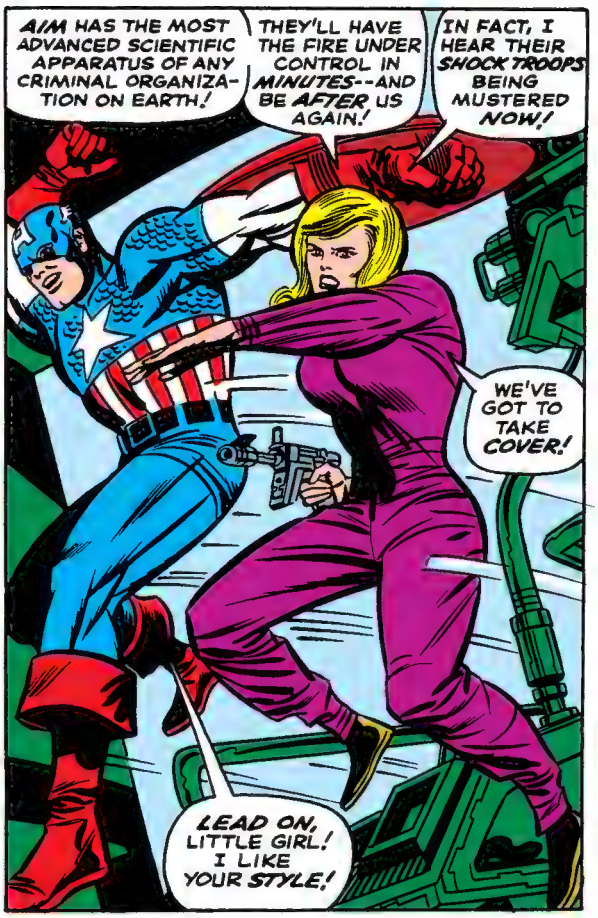

WHATEVER IT IS COMPOSED OF, THE SUBSTANCE WAS NEVER MINED HERE ON EARTH!
IT IS UNDOUBTEDLY SOME SORT OF ALIEN, EXTRA-TERRESTIAL METAL!
WE MUST REPORT OUR FINDINGS TO MODOK-- AT ONCE!

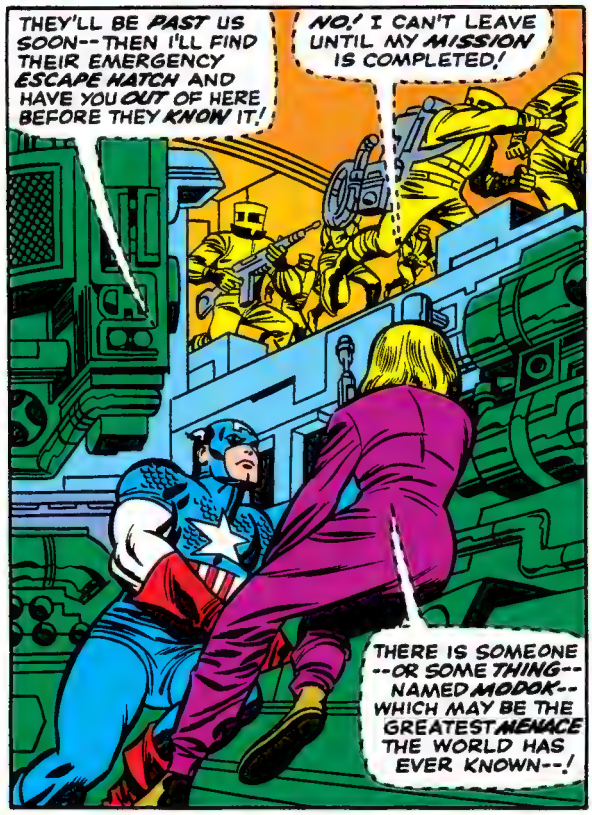

SORRY, MASKED MAN!! THERE'LL BE A SLIGHT DELAY!
THWIP!

AND NOW-- SINCE YOU WERE ALL SO INTERESTED IN MY SHIELD--
I'LL GIVE YOU A LITTLE DEMONSTRATION OF HOW EFFECTIVE IT CAN BE!
KA-K!

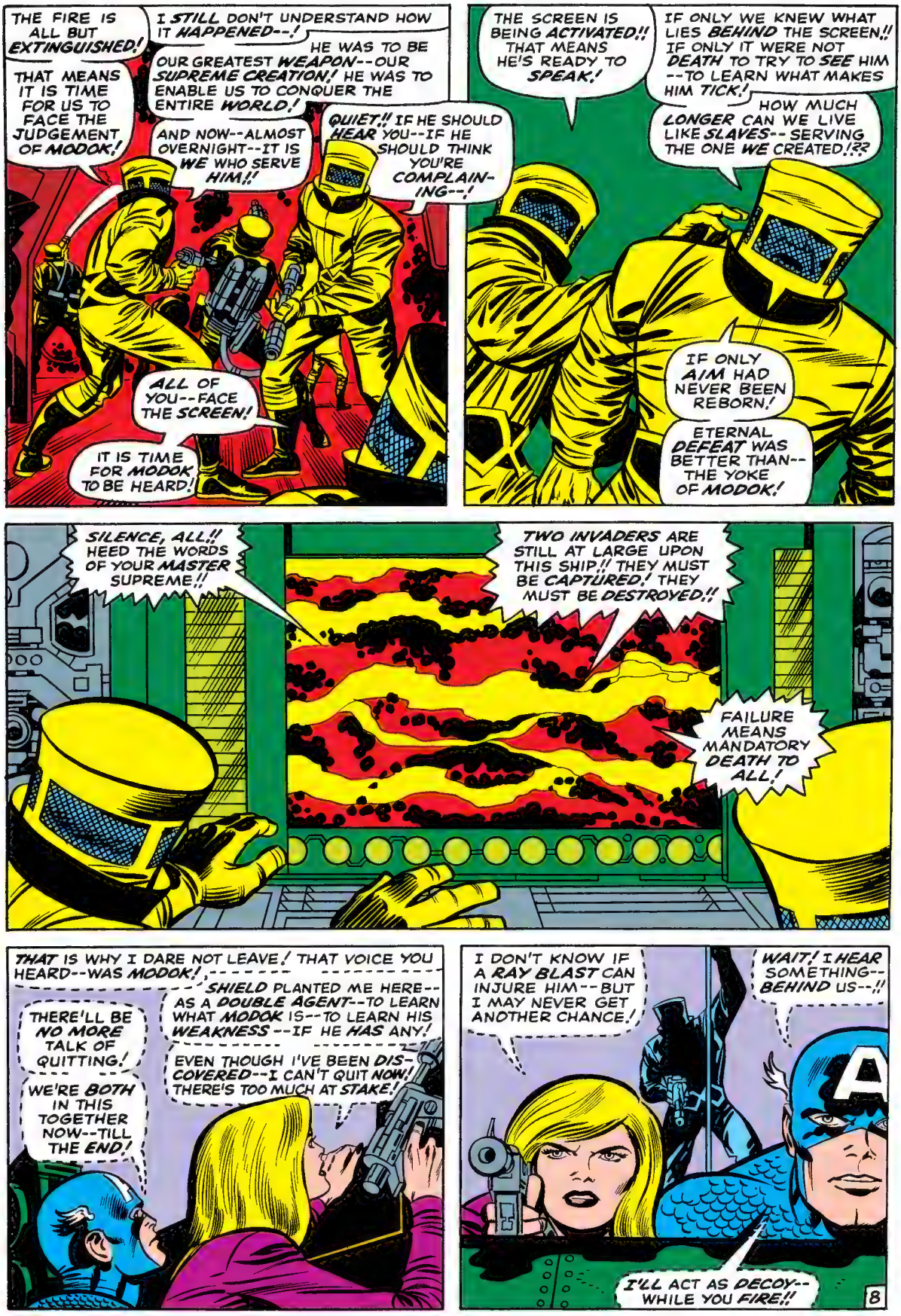

HE FIGHTS LIKE A RAGING, UNLEASHED TIGER--BUT THE ODDS ARE STILL TOO GREAT AGAINST HIM!
I'LL CREATE A DIVERSION FOR HIM--BY FIRING AT THE ELECTRONIC WALL CIRCUITS JUST AHEAD!

THE CIRCUITS HAVE BEEN IGNITED!!!
SUMMON THE EMERGENCY FIRE DETAIL--BEFORE THE ENTIRE SHIP GOES DOWN IN FLAME!!!
GOOD WORK, LADY!! BUT, WHERE DO WE GO FROM HERE?
QUICKLY --FOLLOW ME--!!

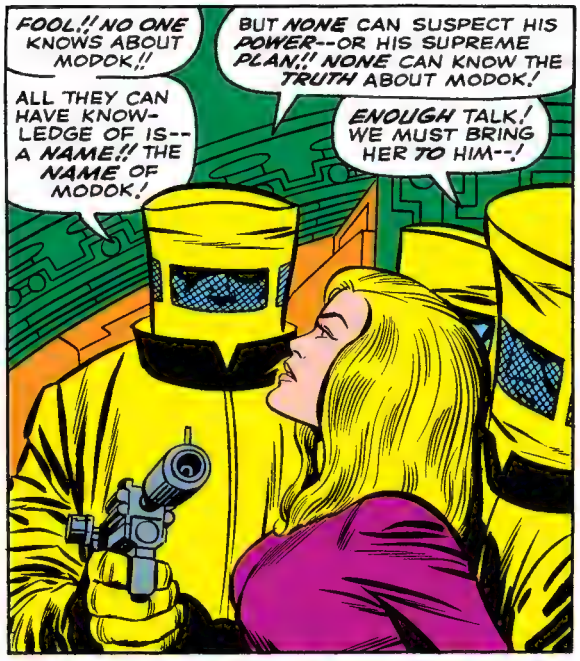

AIM HAS THE MOST ADVANCED SCIENTIFIC APPARATUS OF ANY CRIMINAL ORGANIZATION ON EARTH!
THEY'LL HAVE THE FIRE UNDER CONTROL IN MINUTES--AND BE AFTER US AGAIN!
IN FACT, I HEAR THEIR SHOCK TROOPS BEING MUSTERED NOW!
WE'VE GOT TO TAKE COVER!
LEAD ON, LITTLE GIRL! I LIKE YOUR STYLE!

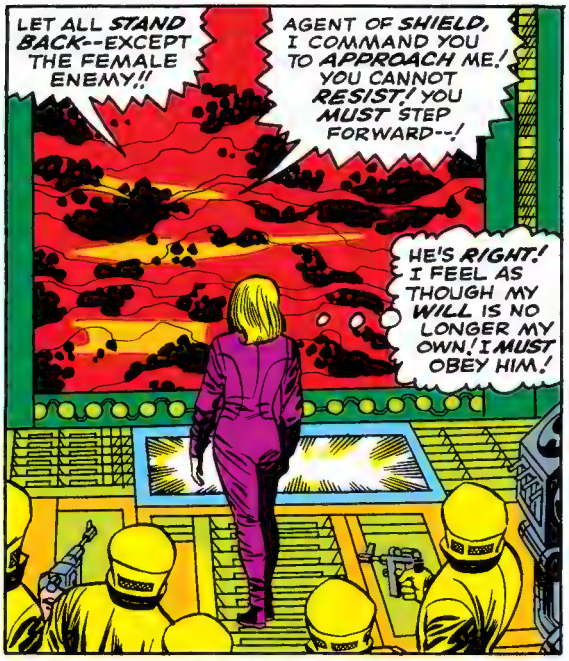

THEY'LL BE PAST US SOON--THEN I'LL FIND THEIR EMERGENCY ESCAPE HATCH AND HAVE YOU OUT OF HERE BEFORE THEY KNOW IT!
NO! I CAN'T LEAVE UNTIL MY MISSION IS COMPLETED!
THERE IS SOMEONE --OR SOME THING-- NAMED MODOK-- WHICH MAY BE THE GREATEST MENACE THE WORLD HAS EVER KNOWN--!

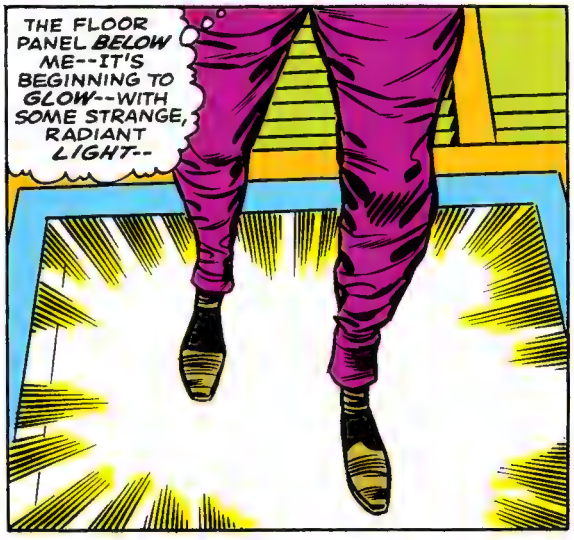
IT WAS MY ASSIGNMENT TO LEARN WHAT MODOK IS--AND I MUST DO IT--EVEN IF IT COSTS ME MY LIFE!
YOU MUSTN'T SPEAK THAT WAY! NOT NOW! NOT WHEN--WAIT!!
BUT IF YOU HURRY, THERE'S STILL A CHANCE FOR YOU TO ESCAPE--BEFORE THE SHOCK TROOPS RETURN!
LISTEN!! SOMETHING'S HAPPENING--UP AHEAD--!
ARE YOU MAD? DO YOU THINK I COULD GO--AND LEAVE YOU HERE ALONE?
NOW THAT I'VE FINALLY FOUND YOU AGAIN--DO YOU THINK I'LL EVER LET YOU OUT OF MY LIFE?!!
WE'VE GOT TO GET CLOSER!
THEY'RE WAITING TO SPEAK--TO MODOK!!

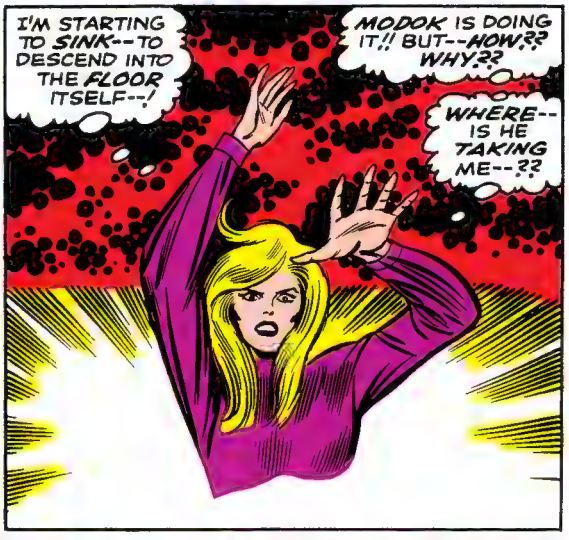

THE FIRE IS ALL BUT EXTINGUISHED!
THAT MEANS IT IS TIME FOR US TO FACE THE JUDGEMENT OF MODOK!
I STILL DON'T UNDERSTAND HOW IT HAPPENED--!
HE WAS TO BE OUR GREATEST WEAPON--OUR SUPREME CREATION! HE WAS TO ENABLE US TO CONQUER THE ENTIRE WORLD!
AND NOW--ALMOST OVERNIGHT--IT IS WE WHO SERVE HIM!!
QUIET!! IF HE SHOULD HEAR YOU--IF HE SHOULD THINK YOU'RE COMPLAINING--!
ALL OF YOU--FACE THE SCREEN!
IT IS TIME FOR MODOK TO BE HEARD!
THE SCREEN IS BEING ACTIVATED!! THAT MEANS HE'S READY TO SPEAK!
IF ONLY WE KNEW WHAT LIES BEHIND THE SCREEN!! IF ONLY IT WERE NOT DEATH TO TRY TO SEE HIM --TO LEARN WHAT MAKES HIM TICK!
HOW MUCH LONGER CAN WE LIVE LIKE SLAVES-- SERVING THE ONE WE CREATED!??
IF ONLY AIM HAD NEVER BEEN REBORN!
ETERNAL DEFEAT WAS BETTER THAN-- THE YOKE OF MODOK!
SILENCE, ALL!! HEED THE WORDS OF YOUR MASTER SUPREME!!
TWO INVADERS ARE STILL AT LARGE UPON THIS SHIP!! THEY MUST BE CAPTURED! THEY MUST BE DESTROYED!!
FAILURE MEANS MANDATORY DEATH TO ALL!
THAT IS WHY I DARE NOT LEAVE! THAT VOICE YOU HEARD--WAS MODOK!
SHIELD PLANTED ME HERE-- AS A DOUBLE AGENT--TO LEARN WHAT MODOK IS--TO LEARN HIS WEAKNESS --IF HE HAS ANY!
THERE'LL BE NO MORE TALK OF QUITTING!
EVEN THOUGH I'VE BEEN DISCOVERED--I CAN'T QUIT NOW! THERE'S TOO MUCH AT STAKE!
WE'RE BOTH IN THIS TOGETHER NOW--TILL THE END!
I DON'T KNOW IF A RAY BLAST CAN INJURE HIM--BUT I MAY NEVER GET ANOTHER CHANCE!
WAIT! I HEAR SOMETHING-- BEHIND US--!!
I'LL ACT AS DECOY-- WHILE YOU FIRE!!
8

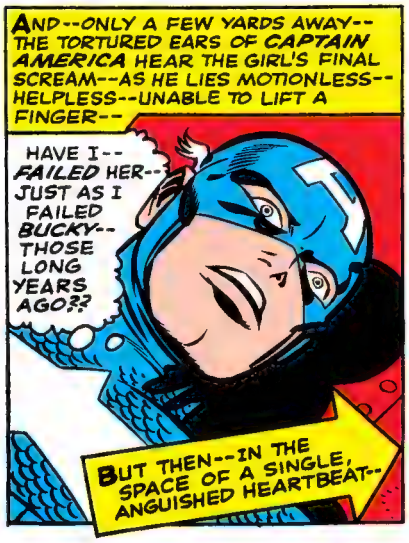
I'LL THROW UP MY ARMS--CATCH HIS ATTENTION--MAKE HIM FIRE AT ME--SO THAT SHE'LL BE--
-UNHHH!!-
I CAN'T!! I CAN'T FIRE AT MODOK NOT WHILE YOU'RE IN DANGER--!
OH, CAP!! I-I WAS TOO LATE!!
HE HIT YOU WITH A PARALYZER RAY!! YOU SACRIFICED YOURSELF--FOR ME!
CAN--HARDLY SPEAK--BUT--MUST TELL YOU--
ESCAPE--WHILE YOU CAN--JOB IS--TOO BIG FOR ONE GIRL!
FURY--WILL SEND--OTHERS!--FORGET ABOUT ME! GET AWAY--GET AWAY--!
I CAN'T!! I CAN'T LEAVE YOU!
I'VE NEVER SEEN YOU --WITHOUT YOUR MASK--AND YOU DON'T EVEN KNOW MY NAME!
YET--I FEEL AS THOUGH SOME MYSTERIOUS BOND--IS LINKING US TOGETHER--FOREVER!
NO!! SAVE YOURSELF!! YOU MUST!! YOU MUST--!!
IT'S TOO LATE! YOUR FATE IS MY FATE NOW--AND I'M NOT AFRAID!
IT'S THE ONE WHO BETRAYED US!! SEIZE HER!
WHATEVER YOU DO TO ME--OR TO CAPTAIN AMERICA--DOESN'T MATTER!
SHIELD KNOWS THAT AIM IS REBORN!! AND THEY KNOW ABOUT--MODOK!

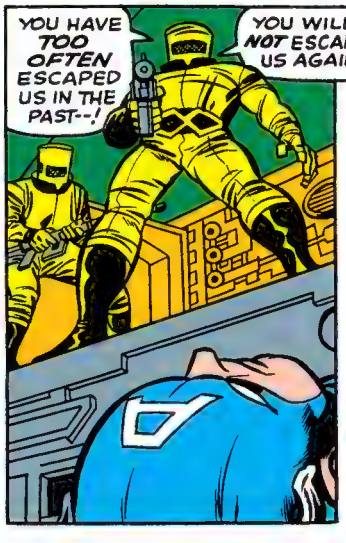

FOOL!! NO ONE KNOWS ABOUT MODOK!!
BUT NONE CAN SUSPECT HIS POWER--OR HIS SUPREME PLAN!! NONE CAN KNOW THE TRUTH ABOUT MODOK!
ALL THEY CAN HAVE KNOWLEDGE OF IS--A NAME!! THE NAME OF MODOK!
ENOUGH TALK! WE MUST BRING HER TO HIM--!


LET ALL STAND BACK--EXCEPT THE FEMALE ENEMY!!
AGENT OF SHIELD, I COMMAND YOU TO APPROACH ME! YOU CANNOT RESIST! YOU MUST STEP FORWARD--!
HE'S RIGHT! I FEEL AS THOUGH MY WILL IS NO LONGER MY OWN! I MUST OBEY HIM!


THE FLOOR PANEL BELOW ME--IT'S BEGINNING TO GLOW--WITH SOME STRANGE, RADIANT LIGHT--


I'M STARTING TO SINK--TO DESCEND INTO THE FLOOR ITSELF--!
MODOK IS DOING IT!! BUT--HOW?? WHY??
WHERE--IS HE TAKING ME--??


AND--ONLY A FEW YARDS AWAY--THE TORTURED EARS OF CAPTAIN AMERICA HEAR THE GIRL'S FINAL SCREAM--AS HE LIES MOTIONLESS--HELPLESS--UNABLE TO LIFT A FINGER--
HAVE I--FAILED HER--JUST AS I FAILED BUCKY--THOSE LONG YEARS AGO??
BUT THEN--IN THE SPACE OF A SINGLE, ANGUISHED HEARTBEAT--


YOU HAVE TOO OFTEN ESCAPED US IN THE PAST--!
YOU WILL NOT ESCAPE US AGAIN!!

THUS, WITHOUT ANY FURTHER ADO, CAPTAIN AMERICA--
--YOU NOW SHALL DIE!
NEXT
IF THIS BE MODOK!

TALES OF SUSPENSE
featuring
CAPTAIN AMERICA AND IRON MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
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94 OCT
"IF THIS BE... MODOK!"

"IF THIS BE... MODOK!"

WITHOUT ANY FURTHER ADO, CAPTAIN AMERICA...

...YOU NOW, SHALL DIE!!

THE EVIL ORGANIZATION KNOWN AS A.I.M. NOW LIVES AGAIN! ONLY CAPTAIN AMERICA CAN RESCUE THE LOVELY AGENT OF SHIELD WHO HAS BEEN CAPTURED WHILE TRYING TO LEARN AIM'S GREATEST SECRET--THE IDENTITY OF MODOK!

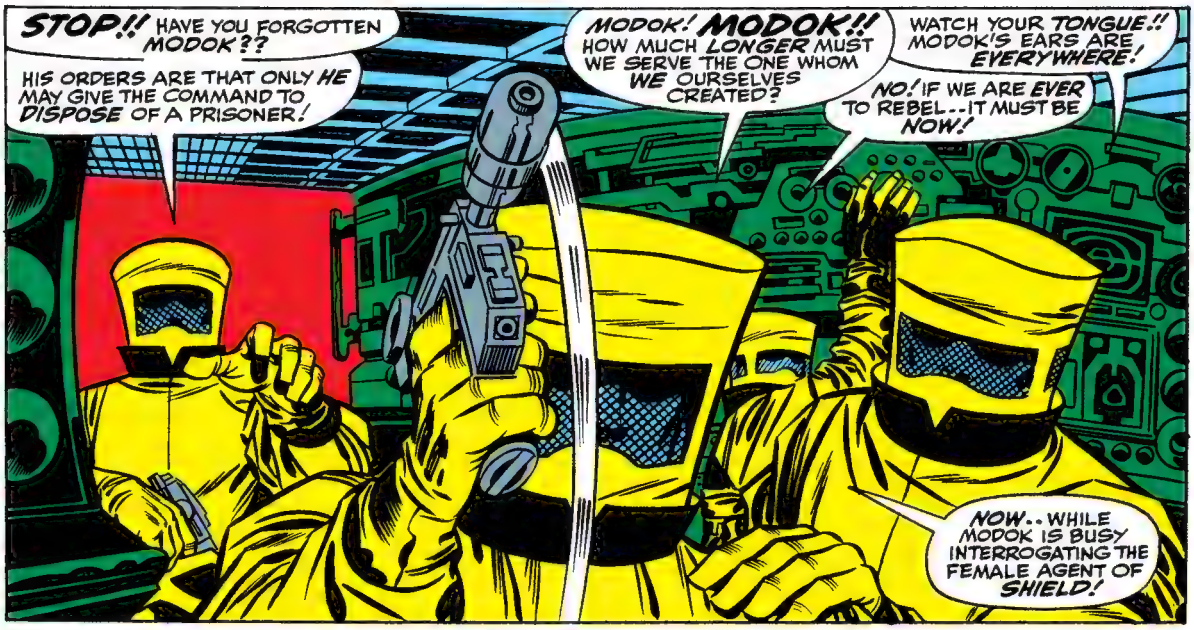
BUT, CAP HIMSELF IS NOW A PRISONER OF AIM, REBORN--!

FROM THE TITANIC TYPEWRITER AND PEERLESS PENCIL OF

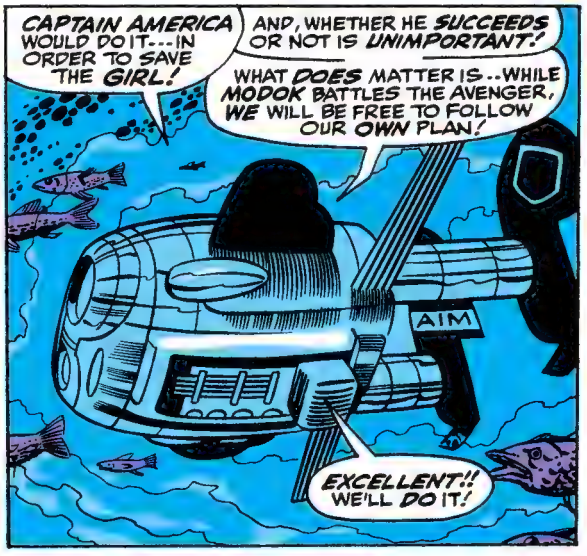
STAN // JACK
(THE MAN) and (KING)
LEE / KIRBY

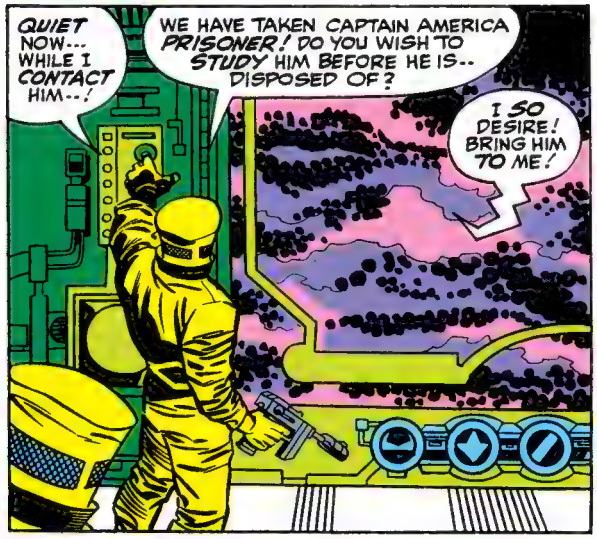
EMBELLISHED BY: JOE SINNOTT
LETTERED BY: SAM ROSEN

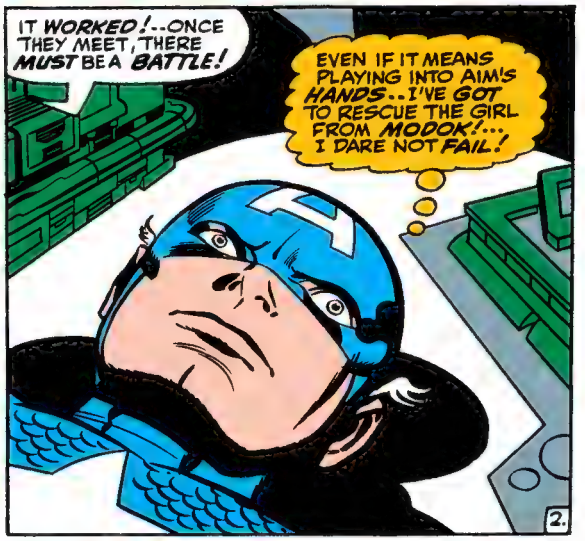
IS THIS THE END OF CAPTAIN AMERICA? SOMEHOW WE DOUBT IT! LET'S TURN THE PAGE AND SEE IF WE'LL NEED A REPLACEMENT..

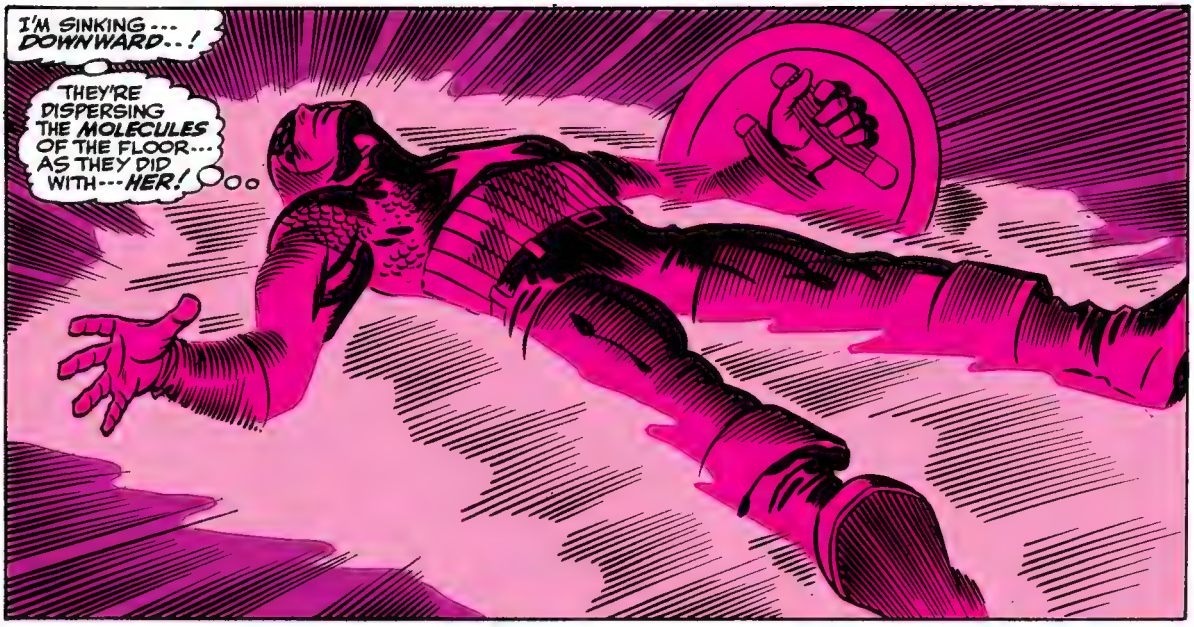

STOP!! HAVE YOU FORGOTTEN MODOK??
HIS ORDERS ARE THAT ONLY HE MAY GIVE THE COMMAND TO DISPOSE OF A PRISONER!
MODOK! MODOK!! HOW MUCH LONGER MUST WE SERVE THE ONE WHOM WE OURSELVES CREATED?
WATCH YOUR TONGUE!! MODOK'S EARS ARE EVERYWHERE!
NO! IF WE ARE EVER TO REBEL--IT MUST BE NOW!
NOW.. WHILE MODOK IS BUSY INTERROGATING THE FEMALE AGENT OF SHIELD!

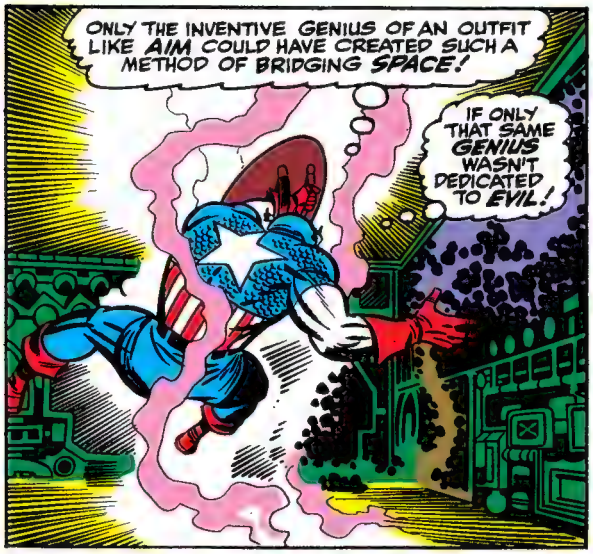
WE ALL FEAR MODOK... FOR WE KNOW HIS AWESOME POWER!
THEREFORE, WE DO NOT DARE ATTACK HIM OURSELVES!
BUT, WHAT IF THERE IS ONE WHO WILL BATTLE MODOK FOR US?
ONE WHO MIGHT DEFEAT HIM...AND FREE US FROM HIS DOMINATION!
IMPOSSIBLE! NONE WOULD BE FOOLHARDY ENOUGH TO OPPOSE MODOK!

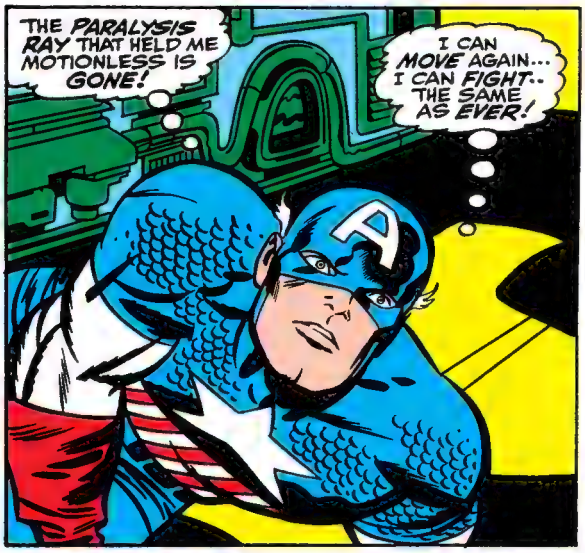

CAPTAIN AMERICA WOULD DO IT--IN ORDER TO SAVE THE GIRL!
AND, WHETHER HE SUCCEEDS OR NOT IS UNIMPORTANT!
WHAT DOES MATTER IS..WHILE MODOK BATTLES THE AVENGER, WE WILL BE FREE TO FOLLOW OUR OWN PLAN!
AIM
EXCELLENT!! WE'LL DO IT!

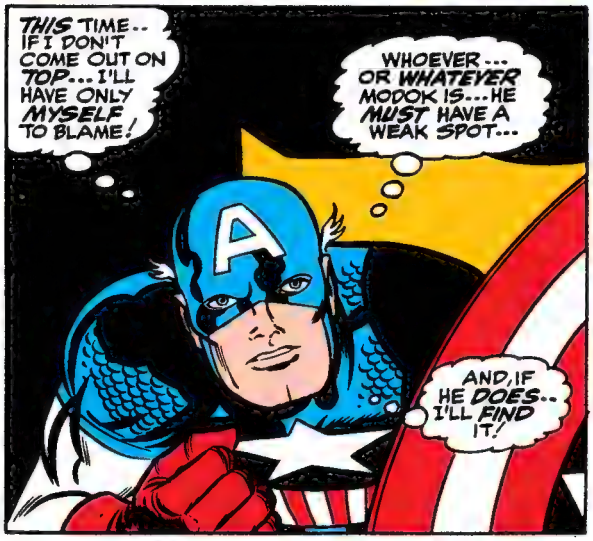

QUIET NOW... WHILE I CONTACT HIM--!
WE HAVE TAKEN CAPTAIN AMERICA PRISONER! DO YOU WISH TO STUDY HIM BEFORE HE IS-- DISPOSED OF?
I SO DESIRE! BRING HIM TO ME!

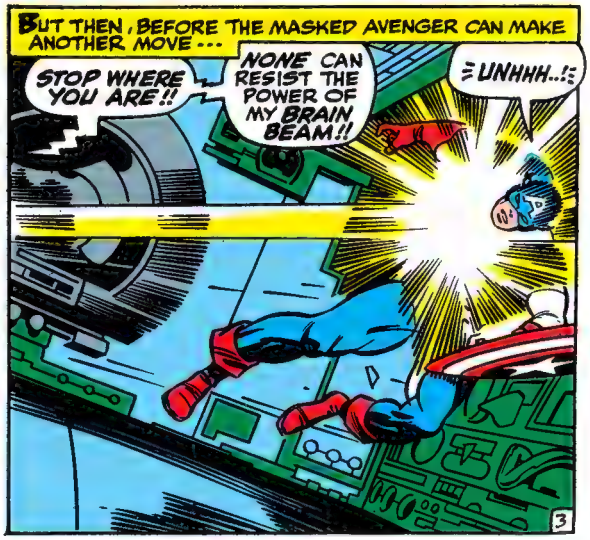

IT WORKED!--ONCE THEY MEET, THERE MUST BE A BATTLE!
EVEN IF IT MEANS PLAYING INTO AIM'S HANDS..I'VE GOT TO RESCUE THE GIRL FROM MODOK!... I DARE NOT FAIL!
2.

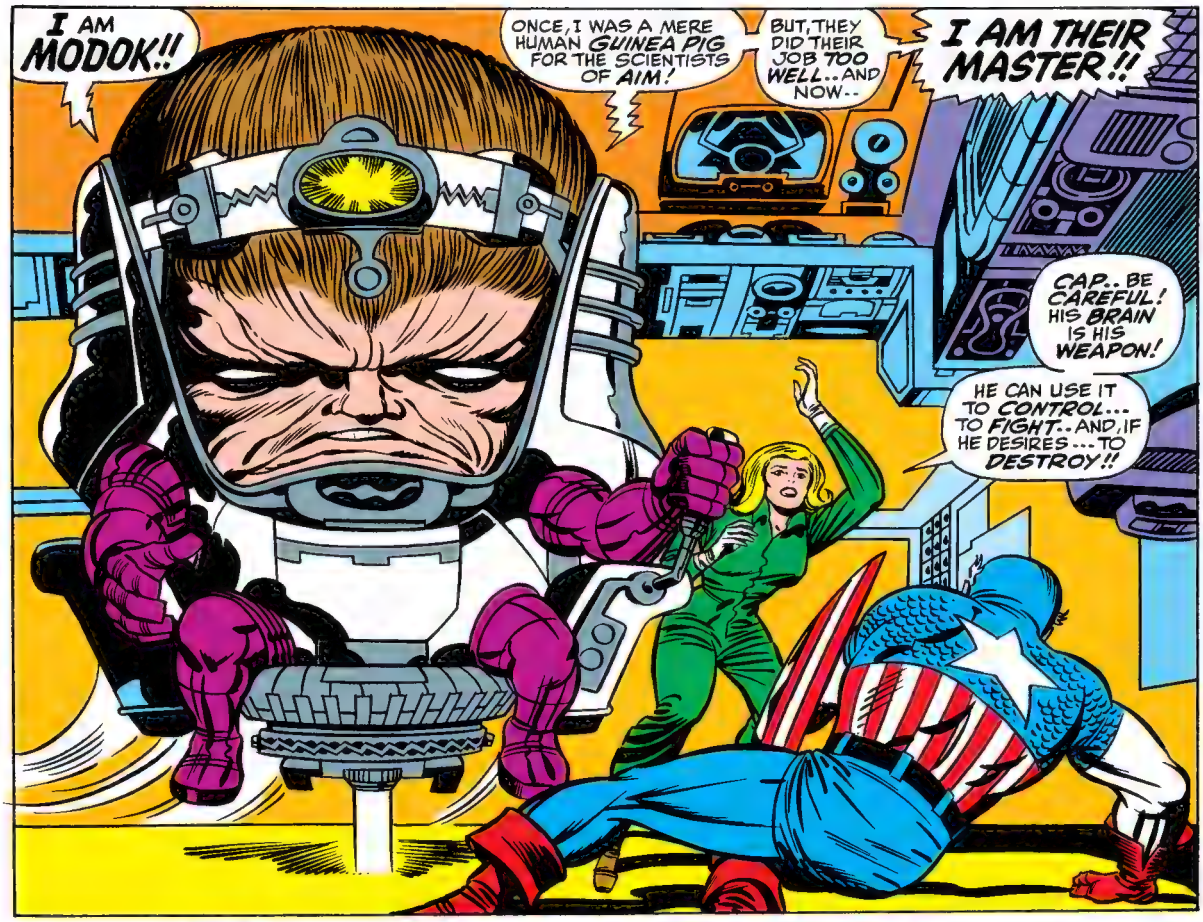

I'M SINKING--- DOWNWARD..!
THEY'RE DISPERSING THE MOLECULES OF THE FLOOR--- AS THEY DID WITH--- HER!

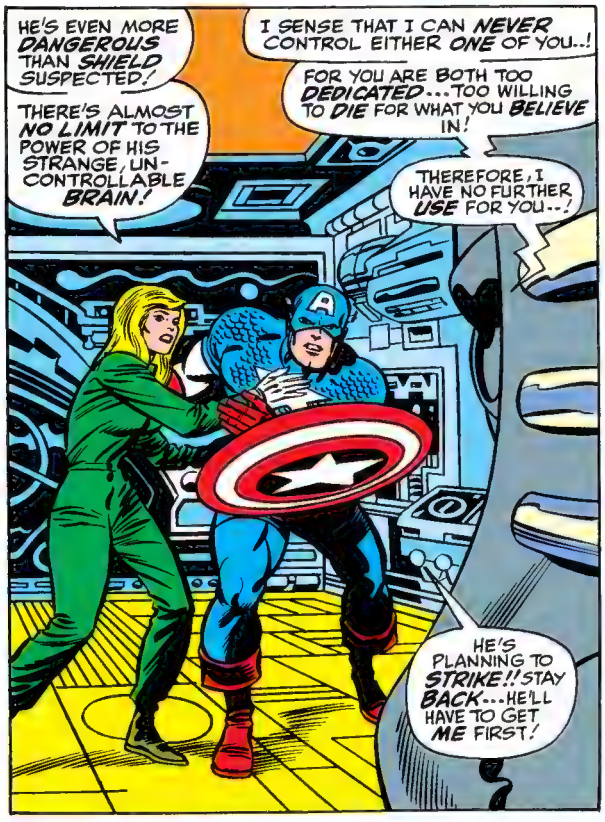

ONLY THE INVENTIVE GENIUS OF AN OUTFIT LIKE AIM COULD HAVE CREATED SUCH A METHOD OF BRIDGING SPACE!
IF ONLY THAT SAME GENIUS WASN'T DEDICATED TO EVIL!

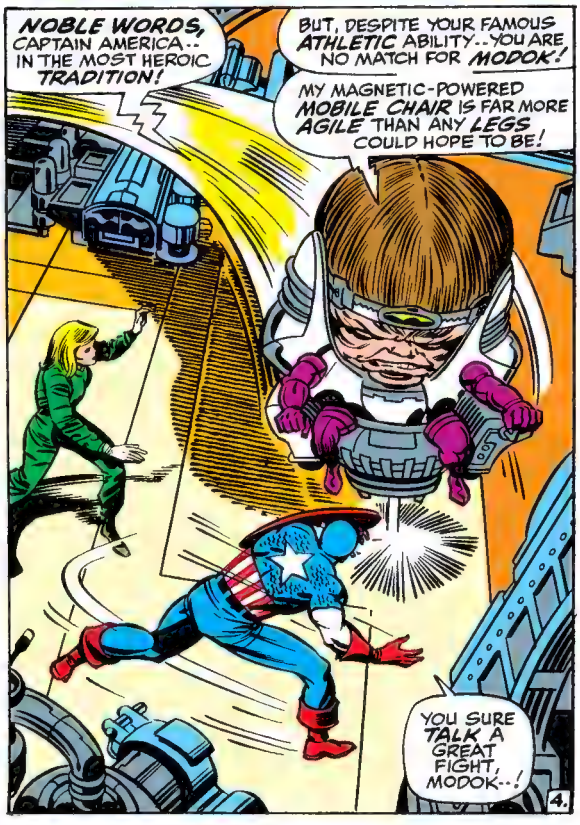

THE PARALYSIS RAY THAT HELD ME MOTIONLESS IS GONE!
I CAN MOVE AGAIN--- I CAN FIGHT-- THE SAME AS EVER!

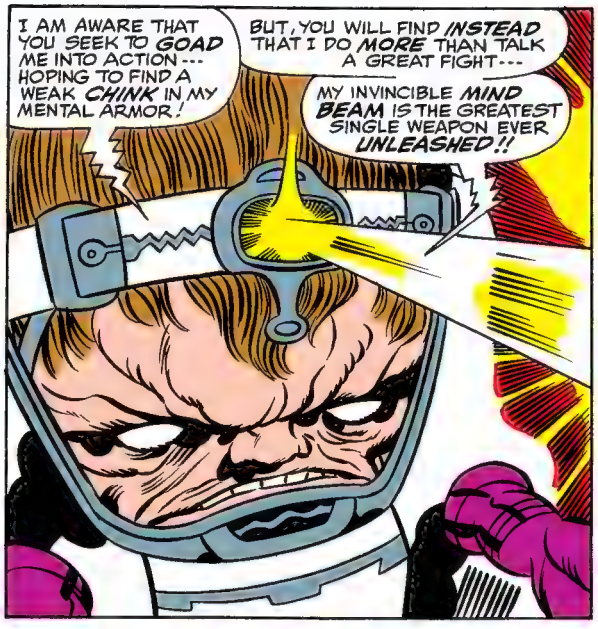

THIS TIME-- IF I DON'T COME OUT ON TOP--- I'LL HAVE ONLY MYSELF TO BLAME!
WHOEVER--- OR WHATEVER MODOK IS--- HE MUST HAVE A WEAK SPOT---
AND, IF HE DOES-- I'LL FIND IT!


BUT THEN, BEFORE THE MASKED AVENGER CAN MAKE ANOTHER MOVE ---
STOP WHERE YOU ARE!!
NONE CAN RESIST THE POWER OF MY BRAIN BEAM!!
=UNHHH..!=
3

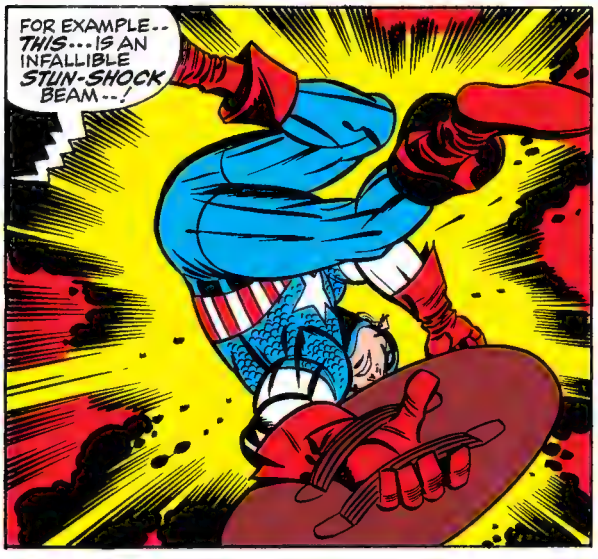

I AM MODOK!!
ONCE, I WAS A MERE HUMAN GUINEA PIG FOR THE SCIENTISTS OF AIM!
BUT, THEY DID THEIR JOB TOO WELL.. AND NOW--
I AM THEIR MASTER!!
CAP.. BE CAREFUL! HIS BRAIN IS HIS WEAPON!
HE CAN USE IT TO CONTROL... TO FIGHT.. AND, IF HE DESIRES... TO DESTROY!!

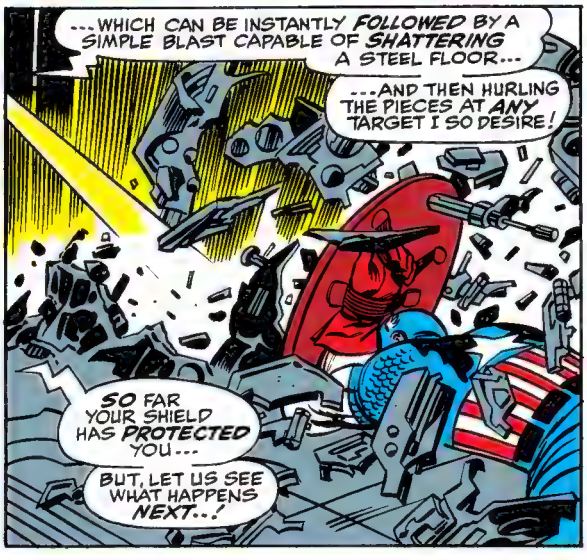

HE'S EVEN MORE DANGEROUS THAN SHIELD SUSPECTED!
THERE'S ALMOST NO LIMIT TO THE POWER OF HIS STRANGE, UN-CONTROLLABLE BRAIN!
I SENSE THAT I CAN NEVER CONTROL EITHER ONE OF YOU..!
FOR YOU ARE BOTH TOO DEDICATED... TOO WILLING TO DIE FOR WHAT YOU BELIEVE IN!
THEREFORE, I HAVE NO FURTHER USE FOR YOU--!
HE'S PLANNING TO STRIKE!! STAY BACK... HE'LL HAVE TO GET ME FIRST!

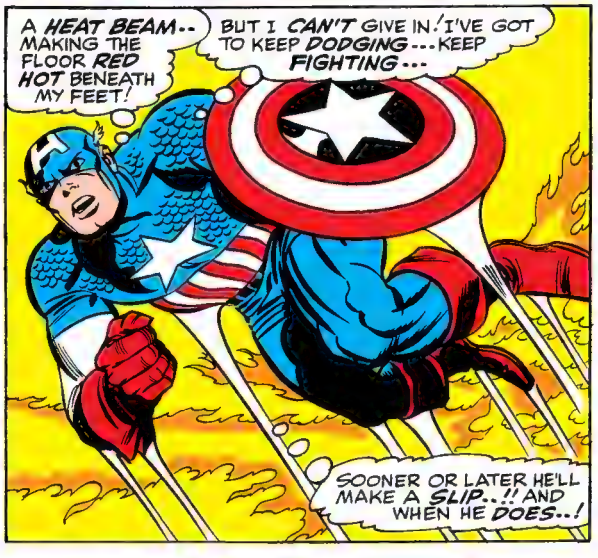

NOBLE WORDS, CAPTAIN AMERICA.. IN THE MOST HEROIC TRADITION!
BUT, DESPITE YOUR FAMOUS ATHLETIC ABILITY.. YOU ARE NO MATCH FOR MODOK!
MY MAGNETIC-POWERED MOBILE CHAIR IS FAR MORE AGILE THAN ANY LEGS COULD HOPE TO BE!
YOU SURE TALK A GREAT FIGHT, MODOK--!

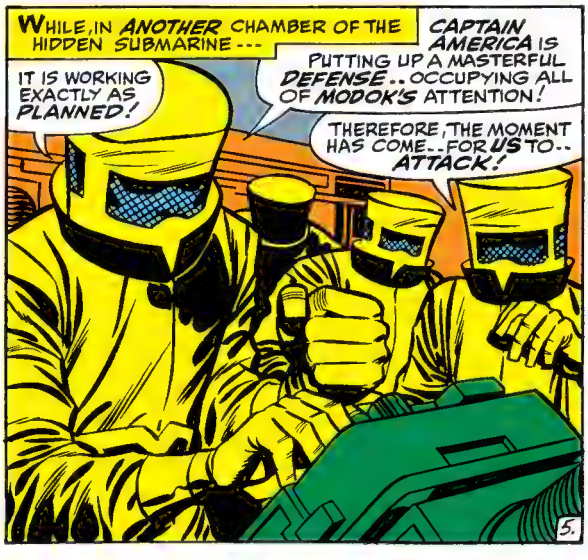

I AM AWARE THAT YOU SEEK TO GOAD ME INTO ACTION --- HOPING TO FIND A WEAK CHINK IN MY MENTAL ARMOR!
BUT, YOU WILL FIND INSTEAD THAT I DO MORE THAN TALK A GREAT FIGHT---
MY INVINCIBLE MIND BEAM IS THE GREATEST SINGLE WEAPON EVER UNLEASHED!!

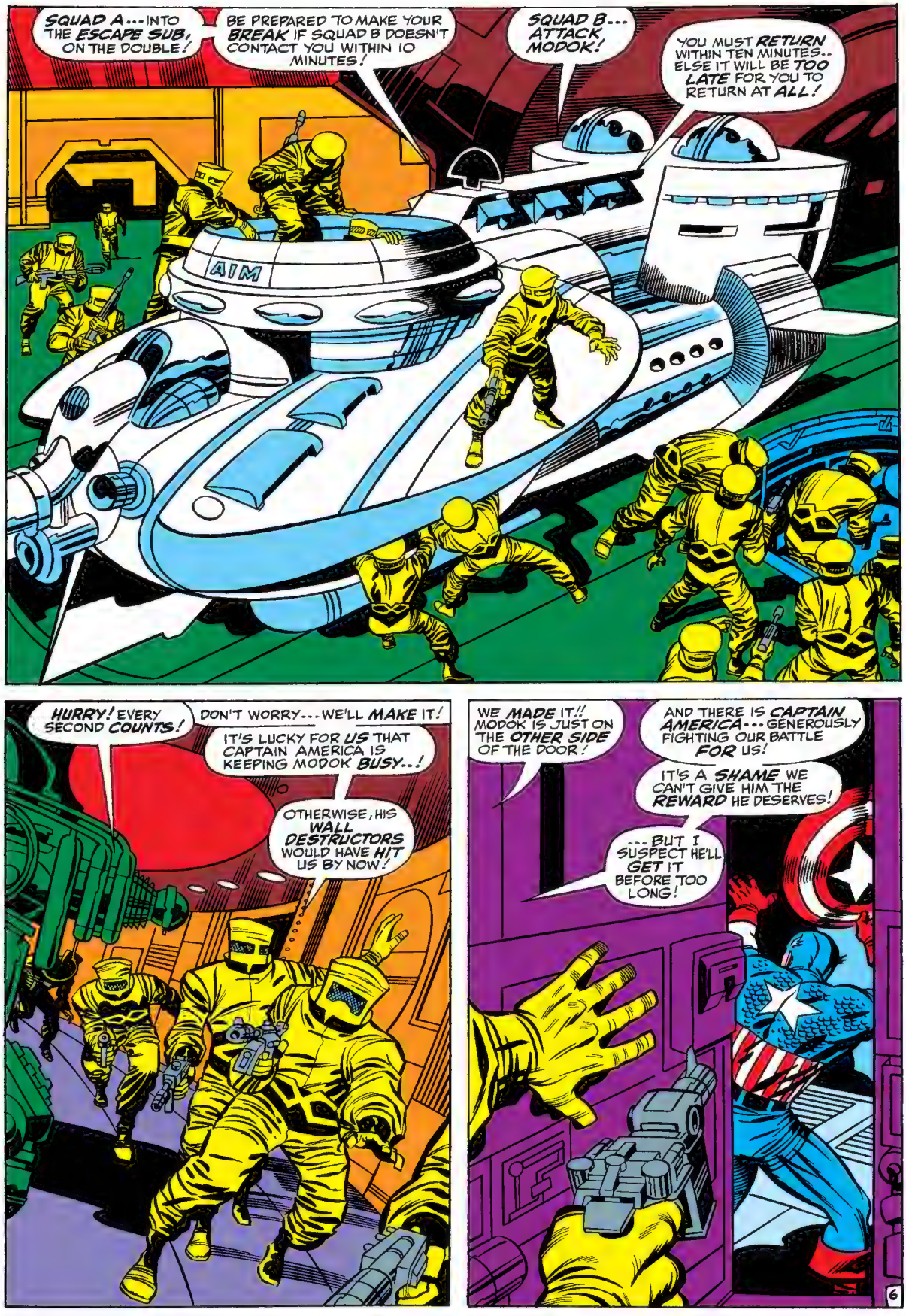
SEE HOW EASILY IT CAN BE ANCHORED TO YOUR SHIELD.. LIFTING YOU HELPLESSLY INTO THE AIR--!
COULDN'T DODGE!! --HIS BEAM IS.. TOO FAST!
BUT THERE ARE MANY TYPES OF MIND BEAMS..

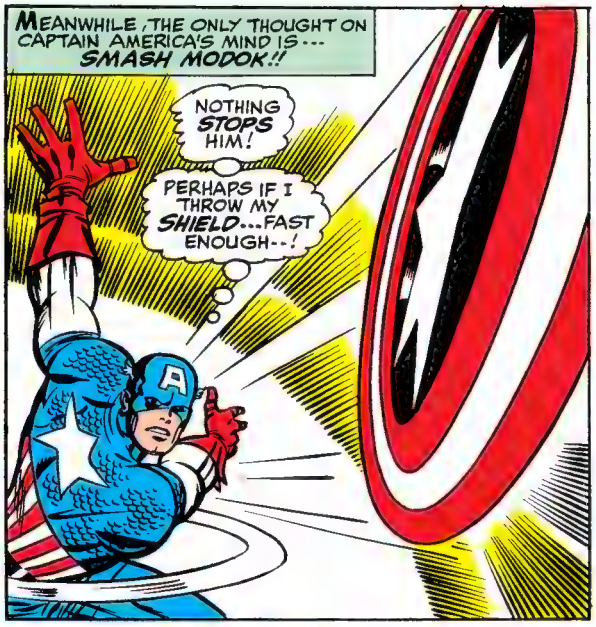

FOR EXAMPLE-- THIS---IS AN INFALLIBLE STUN-SHOCK BEAM--!

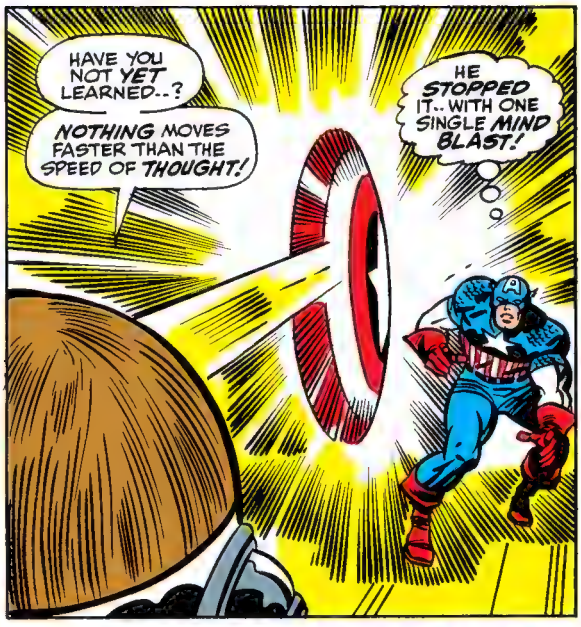

---WHICH CAN BE INSTANTLY FOLLOWED BY A SIMPLE BLAST CAPABLE OF SHATTERING A STEEL FLOOR...
---AND THEN HURLING THE PIECES AT ANY TARGET I SO DESIRE!
SO FAR YOUR SHIELD HAS PROTECTED YOU---
BUT, LET US SEE WHAT HAPPENS NEXT..!

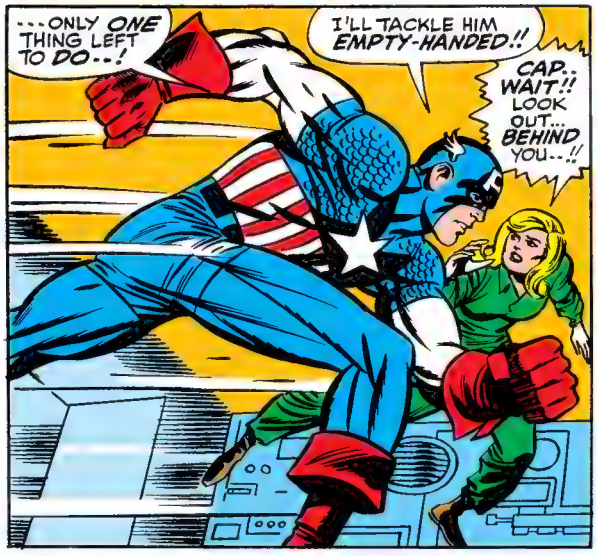

A HEAT BEAM-- MAKING THE FLOOR RED HOT BENEATH MY FEET!
BUT I CAN'T GIVE IN! I'VE GOT TO KEEP DODGING---KEEP FIGHTING---
SOONER OR LATER HE'LL MAKE A SLIP..!! AND WHEN HE DOES..!


WHILE, IN ANOTHER CHAMBER OF THE HIDDEN SUBMARINE---
CAPTAIN AMERICA IS PUTTING UP A MASTERFUL DEFENSE.. OCCUPYING ALL OF MODOK'S ATTENTION!
IT IS WORKING EXACTLY AS PLANNED!
THEREFORE, THE MOMENT HAS COME--FOR US TO-- ATTACK!

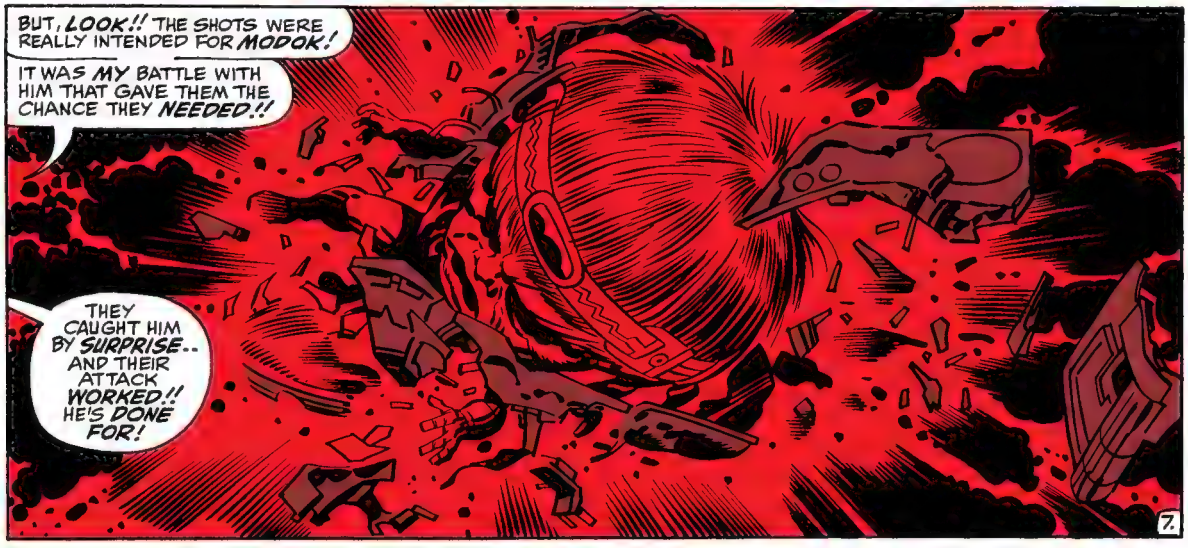

SQUAD A--- INTO THE ESCAPE SUB, ON THE DOUBLE!
BE PREPARED TO MAKE YOUR BREAK IF SQUAD B DOESN'T CONTACT YOU WITHIN 10 MINUTES!
SQUAD B--- ATTACK MODOK!
YOU MUST RETURN WITHIN TEN MINUTES-- ELSE IT WILL BE TOO LATE FOR YOU TO RETURN AT ALL!
AIM
HURRY! EVERY SECOND COUNTS!
DON'T WORRY--- WE'LL MAKE IT!
IT'S LUCKY FOR US THAT CAPTAIN AMERICA IS KEEPING MODOK BUSY..!
OTHERWISE, HIS WALL DESTRUCTORS WOULD HAVE HIT US BY NOW!
WE MADE IT!! MODOK IS JUST ON THE OTHER SIDE OF THE DOOR!
AND THERE IS CAPTAIN AMERICA--- GENEROUSLY FIGHTING OUR BATTLE FOR US!
IT'S A SHAME WE CAN'T GIVE HIM THE REWARD HE DESERVES!
--- BUT I SUSPECT HE'LL GET IT BEFORE TOO LONG!
6


MEANWHILE, THE ONLY THOUGHT ON CAPTAIN AMERICA'S MIND IS--- SMASH MODOK!!
NOTHING STOPS HIM!
PERHAPS IF I THROW MY SHIELD...FAST ENOUGH--!


HAVE YOU NOT YET LEARNED--?
NOTHING MOVES FASTER THAN THE SPEED OF THOUGHT!
HE STOPPED IT.. WITH ONE SINGLE MIND BLAST!

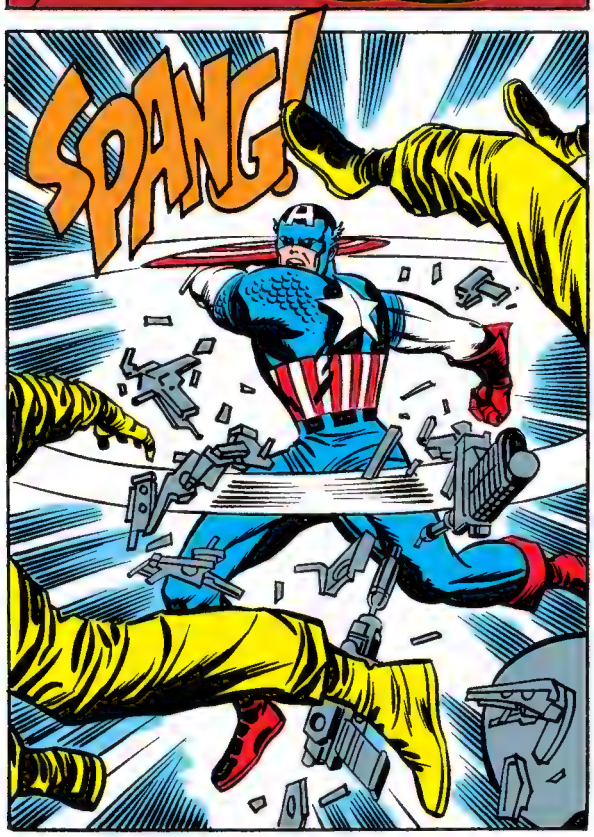

---ONLY ONE THING LEFT TO DO--!
I'LL TACKLE HIM EMPTY-HANDED!!
CAP.. WAIT!! LOOK OUT... BEHIND YOU--!!

A SUDDEN FUSILADE OF SHELLS---OVER MY HEAD!!
IF YOU HADN'T STOPPED ME IN TIME--BY TACKLING ME THE WAY YOU DID--!!
SPLOK!


BUT, LOOK!! THE SHOTS WERE REALLY INTENDED FOR MODOK!
IT WAS MY BATTLE WITH HIM THAT GAVE THEM THE CHANCE THEY NEEDED!!
THEY CAUGHT HIM BY SURPRISE.. AND THEIR ATTACK WORKED!! HE'S DONE FOR!

KEEP FIRING!! MAKE SURE HE'S FINISHED!!
ENOUGH! DON'T WASTE ANY MORE TIME ON MODOK!
LET'S GET CAPTAIN AMERICA OUT OF THE PICTURE... WHILE WE CAN!

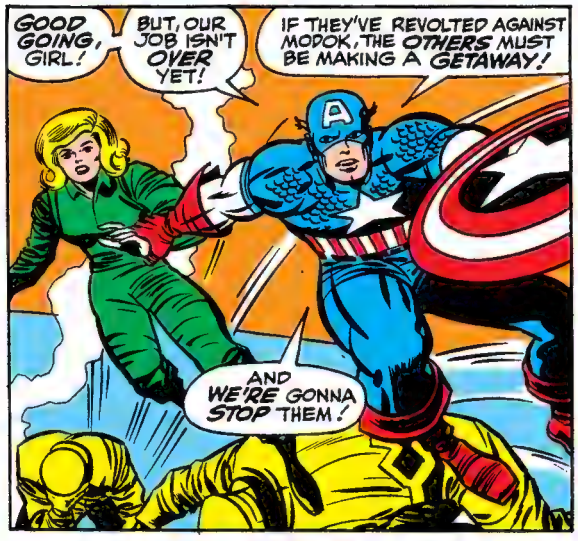
I'VE GOT NEWS FOR YOU CLOWNS..!
YOU CAN'T!!
STAY BEHIND ME, LADY! THIS TIME I KNOW WHAT I'M FIGHTING..
SO IT'S GONNA BE MY INNING NOW!

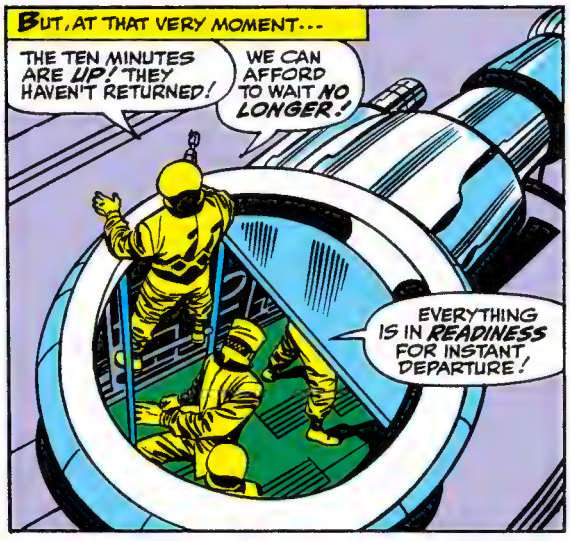

SPANG!

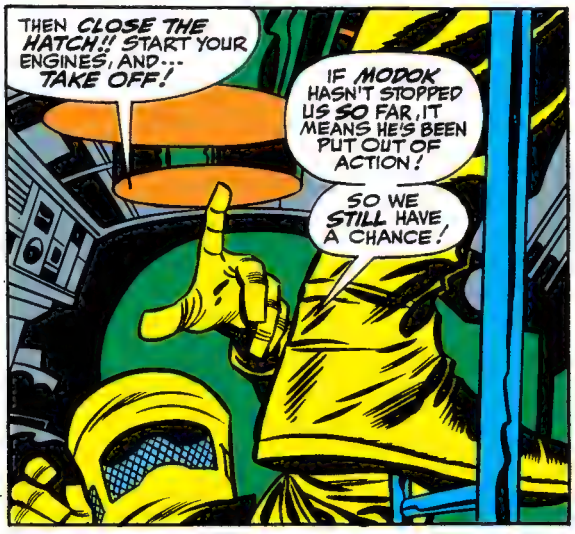
KABONNK!

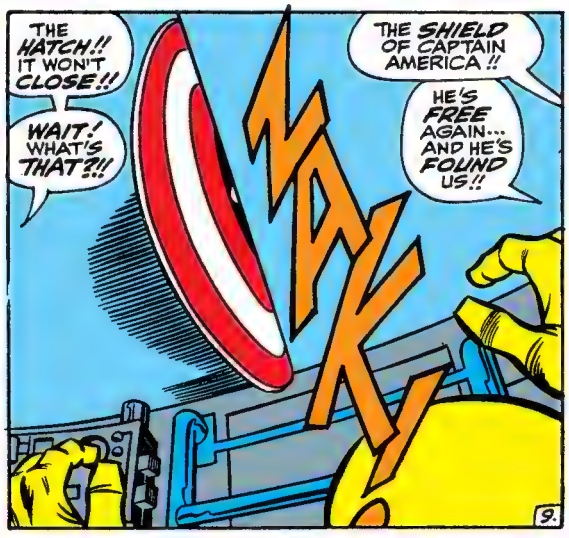
CAP! LOOK OUT..!
TOO LATE! HE CAN'T SAVE HIMSELF NOW!

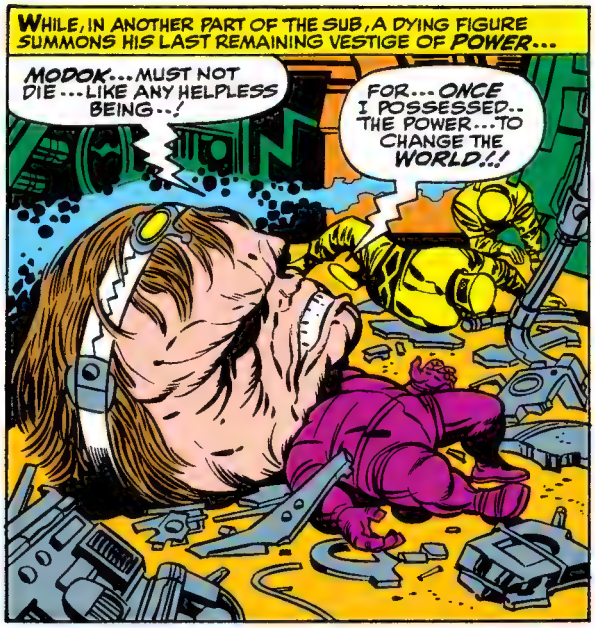
MAYBE HE CAN'T---
BUT I CAN!
FLAT!

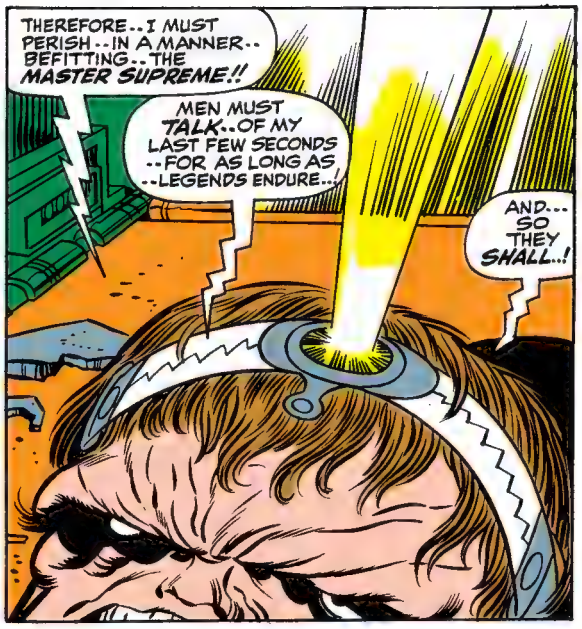

GOOD GOING, GIRL!
BUT, OUR JOB ISN'T OVER YET!
IF THEY'VE REVOLTED AGAINST MODOK, THE OTHERS MUST BE MAKING A GETAWAY!
AND WE'RE GONNA STOP THEM!

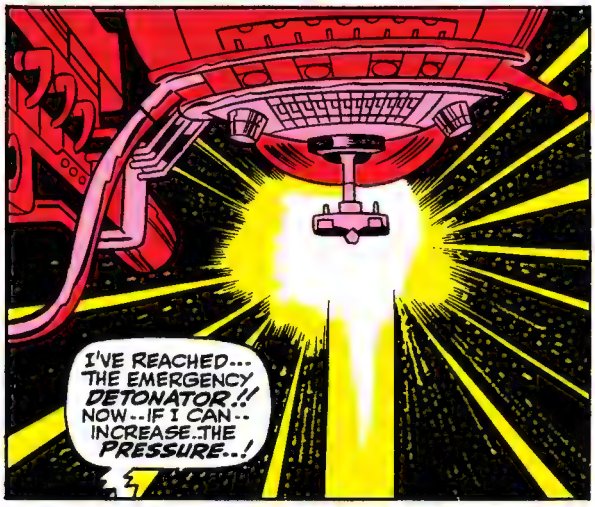

BUT, AT THAT VERY MOMENT...
THE TEN MINUTES ARE UP! THEY HAVEN'T RETURNED!
WE CAN AFFORD TO WAIT NO LONGER!
EVERYTHING IS IN READINESS FOR INSTANT DEPARTURE!

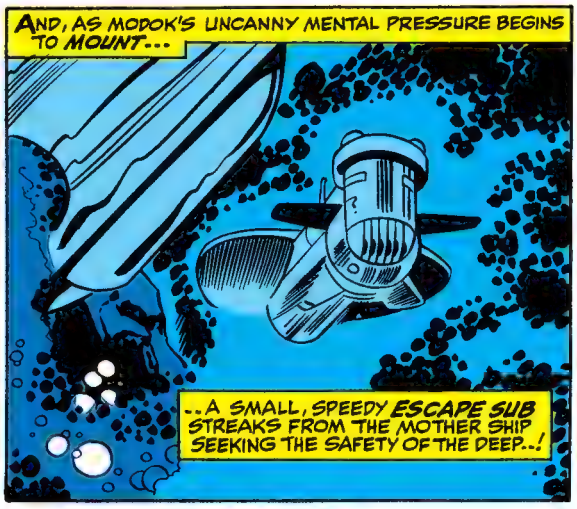

THEN CLOSE THE HATCH!! START YOUR ENGINES, AND... TAKE OFF!
IF MODOK HASN'T STOPPED US SO FAR, IT MEANS HE'S BEEN PUT OUT OF ACTION!
SO WE STILL HAVE A CHANCE!


THE HATCH!! IT WON'T CLOSE!!
WAIT! WHAT'S THAT?!!
THE SHIELD OF CAPTAIN AMERICA!!
HE'S FREE AGAIN... AND HE'S FOUND US!!
TAK!


WHILE, IN ANOTHER PART OF THE SUB, A DYING FIGURE SUMMONS HIS LAST REMAINING VESTIGE OF POWER...
MODOK... MUST NOT DIE --- LIKE ANY HELPLESS BEING --!
FOR --- ONCE I POSSESSED -- THE POWER --- TO CHANGE THE WORLD!!


THEREFORE -- I MUST PERISH -- IN A MANNER -- BEFITTING -- THE MASTER SUPREME!!
MEN MUST TALK -- OF MY LAST FEW SECONDS -- FOR AS LONG AS -- LEGENDS ENDURE --!
AND --- SO THEY SHALL --!


I'VE REACHED --- THE EMERGENCY DETONATOR!! NOW -- IF I CAN -- INCREASE THE PRESSURE --!


AND, AS MODOK'S UNCANNY MENTAL PRESSURE BEGINS TO MOUNT ---
-- A SMALL, SPEEDY ESCAPE SUB STREAKS FROM THE MOTHER SHIP SEEKING THE SAFETY OF THE DEEP --!

AN ESCAPE SUB NOW COMMANDED BY TWO REUNITED FIGHTERS FOR FREEDOM ---
DON'T MOVE! I ASSURE YOU I CAN USE THIS WEAPON AS WELL AS ANY MAN!
IF YOU'RE ONE OF FURY'S AGENTS -- WE BELIEVE YOU!
FOLLOW MY DIRECTIONS! I'M DELIVERING YOU TO SHIELD!

YOU SAVED MY LIFE... YET, I'VE NEVER EVEN TOLD YOU MY NAME! NOR HAVE I EVER SEEN YOUR FACE -- BENEATH THAT MASK!
HOW STRANGE... IT TOOK MODOK TO BRING US TOGETHER AGAIN! AND NOW --- WE DON'T EVEN KNOW IF HE'S ALIVE --- OR DEAD!
LISTEN!! THAT EXPLOSION --- FROM AFAR!

I THINK YOU CAN FORGET ABOUT MODOK NOW!
YOUR QUESTION HAS JUST BEEN -- ANSWERED!
NEXT
THE DEATH OF A LEGEND!

TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
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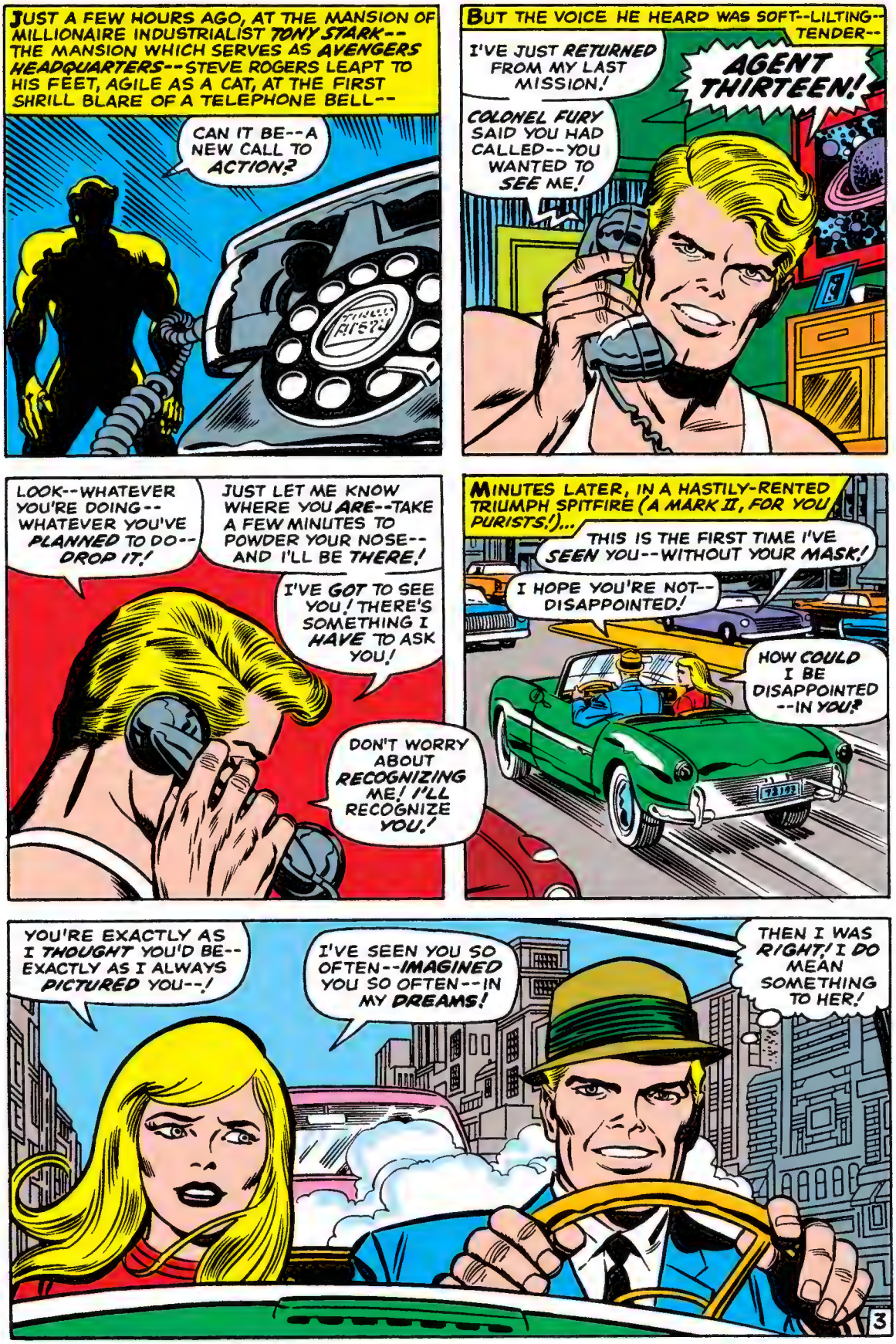
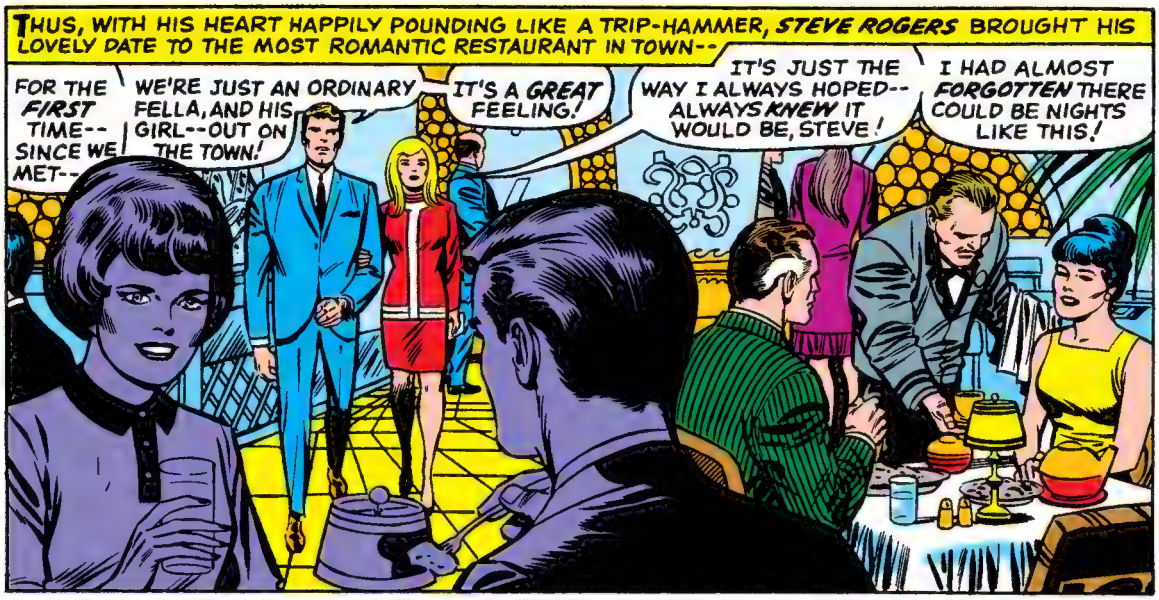
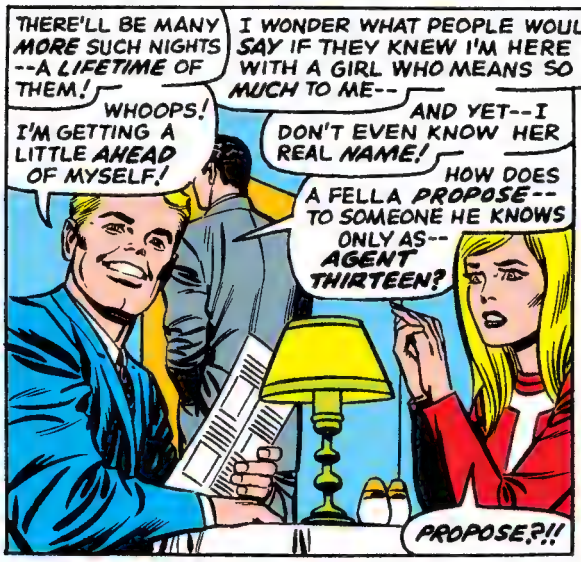
"IF A MAN BE STONE!"
FEATURING: THE UNCANNY GREY GARGOYLE!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™
"A TIME TO DIE--A TIME TO LIVE!"
"GUNNER" GATES IS A FUGITIVE GANG LEADER! CAPTAIN AMERICA HAS DISCOVERED GUNNER'S HIDEOUT! NO NEED TO TELL YOU ANY MORE--CAP'S BUSTIN' IN, AND IT'S TIME FOR ACTION--
HERE HE COMES! LET'S TAKE 'IM!
SHOW YOURSELF, GUNNER! I KNOW YOU'RE IN THERE!
AND YOUR TRIGGER-HAPPY HOODS WON'T SAVE YOU!
NOT FROM CAPTAIN AMERICA!
STAN (THE MAN) LEE and JACK (KING) KIRBY
IN THE PRESTIGIOUS COMPANY OF JOE SINNOTT, INKER ARTIE SIMEK, LETTERER
HAVE DONE THEIR VERY BEST!
--NOW THE REST IS UP TO YOU--!

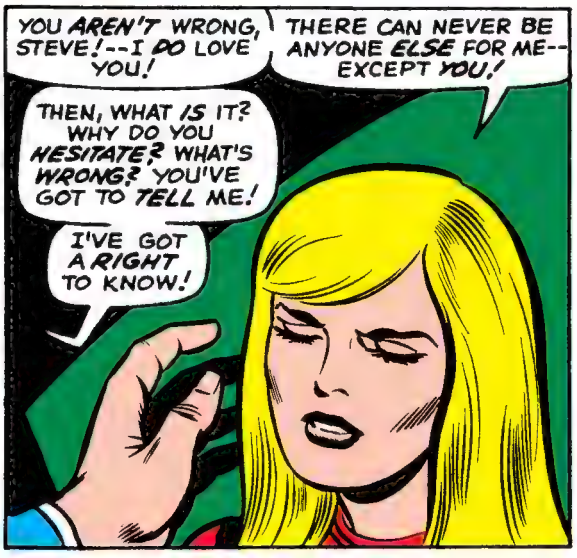
QUICK! WE'LL CATCH HIM IN THE CROSS-FIRE WHEN HE--
-UNNHH!!-
DON'T HOLD YOUR BREATH WAITING, MISTER!
I WAS DODGING MANEUVERS LIKE THAT BEFORE YOU KNEW A PISTOL FROM A PRETZEL!
I'M NOT WAITING, GUNNER! COME OUT-- OR I GO IN AFTER YOU!
GUNNER! IT'S CAPTAIN AMERICA!
HE JUST GOT DONE PULVERIZIN' TURK AND WHITEY!
BUT DON'T WORRY, BOSS --I'LL POLISH 'IM OFF!
KA-POW!
DON'T COUNT ON IT, FRIEND!
THAT SEEMS TO BE THE LAST OF GUNNER'S MUSCLE MEN!
SO THAT JUST LEAVES THE BIG MAN HIMSELF!
AND, NO MATTER WHAT MAY BE WAITING BEHIND THIS DOOR--
NOTHING WILL KEEP ME FROM GOING IN AFTER HIM!
NEVER HAS THE STAR-SPANGLED AVENGER FOUGHT MORE SAVAGELY, MORE FEARLESSLY THAN NOW! WHAT FIERY MOTIVE IS DRIVING HIM ON??
FOR THE DRAMATIC ANSWER, LET'S TURN THE PAGE--
2

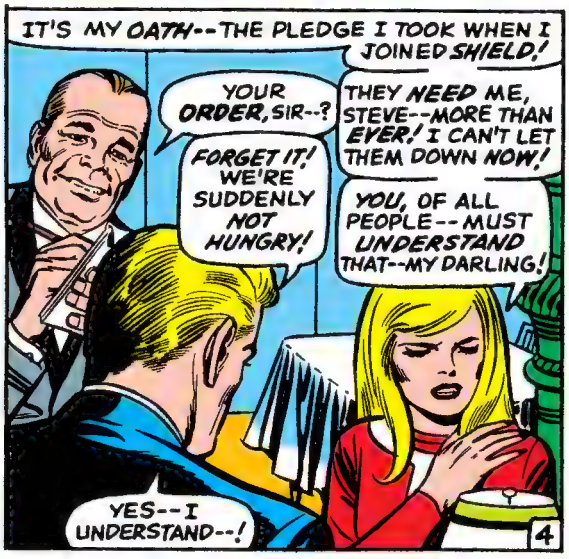

JUST A FEW HOURS AGO, AT THE MANSION OF MILLIONAIRE INDUSTRIALIST TONY STARK--THE MANSION WHICH SERVES AS AVENGERS HEADQUARTERS--STEVE ROGERS LEAPT TO HIS FEET, AGILE AS A CAT, AT THE FIRST SHRILL BLARE OF A TELEPHONE BELL--
CAN IT BE--A NEW CALL TO ACTION?
BUT THE VOICE HE HEARD WAS SOFT--LILTING--TENDER--
I'VE JUST RETURNED FROM MY LAST MISSION!
AGENT THIRTEEN!
COLONEL FURY SAID YOU HAD CALLED--YOU WANTED TO SEE ME!
LOOK--WHATEVER YOU'RE DOING--WHATEVER YOU'VE PLANNED TO DO--DROP IT!
JUST LET ME KNOW WHERE YOU ARE--TAKE A FEW MINUTES TO POWDER YOUR NOSE--AND I'LL BE THERE!
I'VE GOT TO SEE YOU! THERE'S SOMETHING I HAVE TO ASK YOU!
DON'T WORRY ABOUT RECOGNIZING ME! I'LL RECOGNIZE YOU!
MINUTES LATER, IN A HASTILY-RENTED TRIUMPH SPITFIRE (A MARK II, FOR YOU PURISTS!)...
THIS IS THE FIRST TIME I'VE SEEN YOU--WITHOUT YOUR MASK!
I HOPE YOU'RE NOT--DISAPPOINTED!
HOW COULD I BE DISAPPOINTED--IN YOU?
YOU'RE EXACTLY AS I THOUGHT YOU'D BE--EXACTLY AS I ALWAYS PICTURED YOU--!
I'VE SEEN YOU SO OFTEN--IMAGINED YOU SO OFTEN--IN MY DREAMS!
THEN I WAS RIGHT! I DO MEAN SOMETHING TO HER!
3

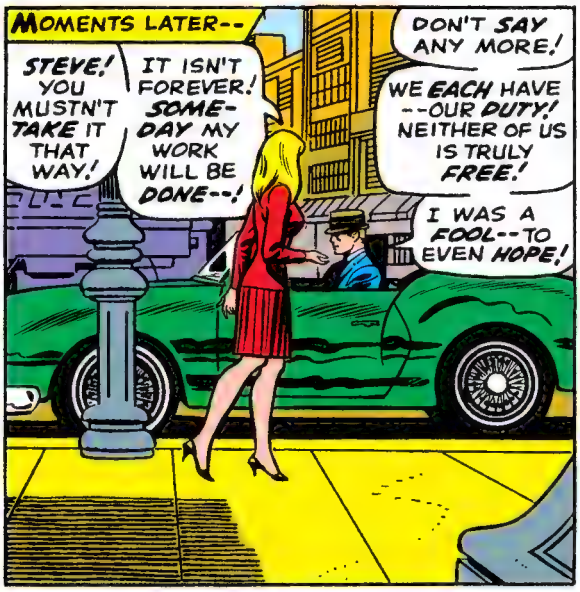

THUS, WITH HIS HEART HAPPILY POUNDING LIKE A TRIP-HAMMER, STEVE ROGERS BROUGHT HIS LOVELY DATE TO THE MOST ROMANTIC RESTAURANT IN TOWN--
FOR THE FIRST TIME-- SINCE WE MET--
WE'RE JUST AN ORDINARY FELLA, AND HIS GIRL--OUT ON THE TOWN!
IT'S A GREAT FEELING!
IT'S JUST THE WAY I ALWAYS HOPED-- ALWAYS KNEW IT WOULD BE, STEVE!
I HAD ALMOST FORGOTTEN THERE COULD BE NIGHTS LIKE THIS!

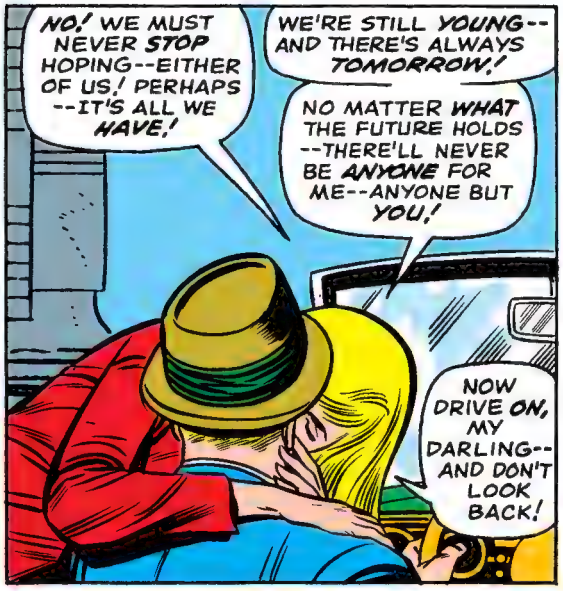

THERE'LL BE MANY MORE SUCH NIGHTS --A LIFETIME OF THEM!
WHOOPS! I'M GETTING A LITTLE AHEAD OF MYSELF!
I WONDER WHAT PEOPLE WOULD SAY IF THEY KNEW I'M HERE WITH A GIRL WHO MEANS SO MUCH TO ME--
AND YET--I DON'T EVEN KNOW HER REAL NAME!
HOW DOES A FELLA PROPOSE-- TO SOMEONE HE KNOWS ONLY AS-- AGENT THIRTEEN?
PROPOSE?!!

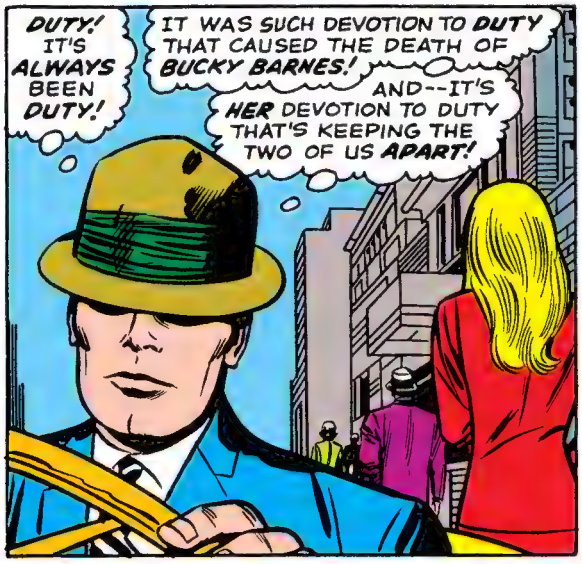
NO, STEVE! YOU MUSTN'T! YOU MUSTN'T ASK ME! YOU CAN'T! NOT NOW!
WHAT--DO YOU MEAN? I THOUGHT--YOU FELT THE SAME--AS I DO!!
I CAN'T BE WRONG! NOT --ABOUT YOU! NOT ABOUT US!
WHAT IS IT? WHY DON'T YOU SAY SOME-- THING?

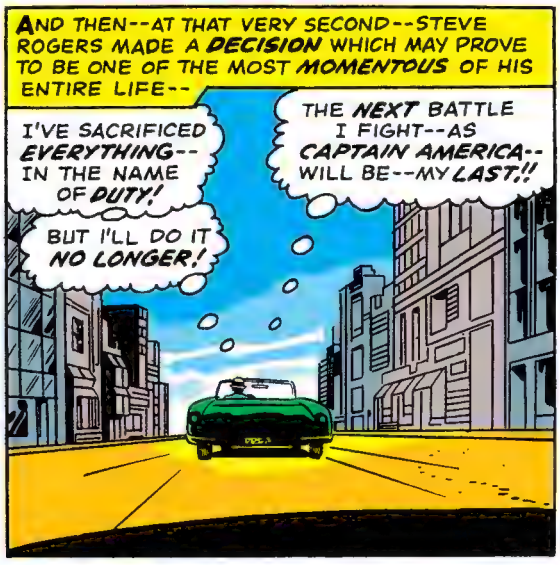

YOU AREN'T WRONG, STEVE!--I DO LOVE YOU!
THERE CAN NEVER BE ANYONE ELSE FOR ME-- EXCEPT YOU!
THEN, WHAT IS IT? WHY DO YOU HESITATE? WHAT'S WRONG? YOU'VE GOT TO TELL ME!
I'VE GOT A RIGHT TO KNOW!

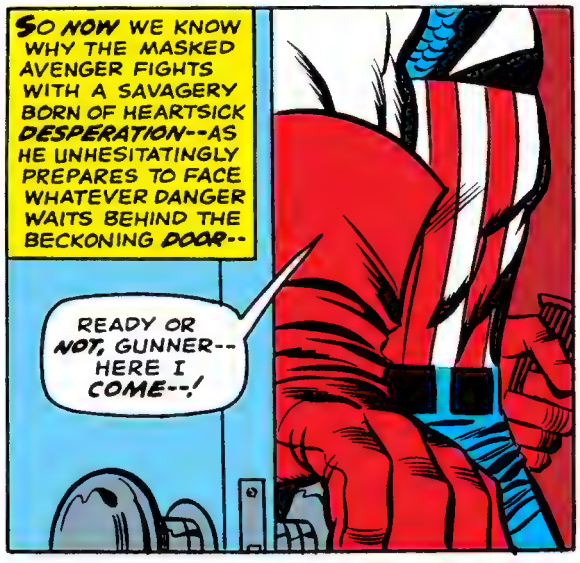

IT'S MY OATH--THE PLEDGE I TOOK WHEN I JOINED SHIELD!
YOUR ORDER, SIR--?
FORGET IT! WE'RE SUDDENLY NOT HUNGRY!
THEY NEED ME, STEVE--MORE THAN EVER! I CAN'T LET THEM DOWN NOW!
YOU, OF ALL PEOPLE--MUST UNDERSTAND THAT--MY DARLING!
YES--I UNDERSTAND--!
4

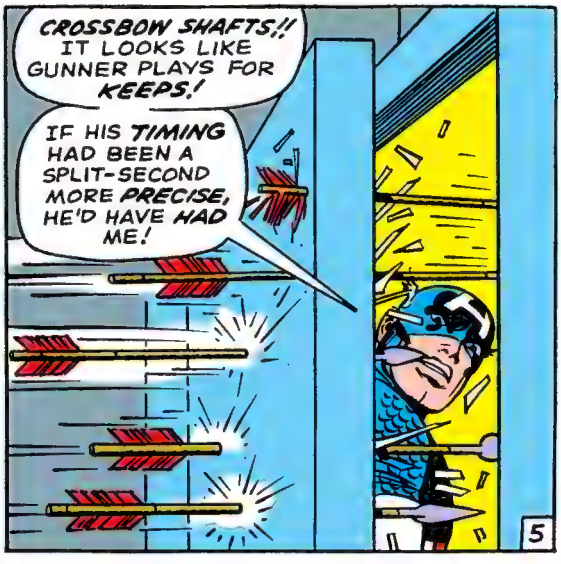

MOMENTS LATER--
STEVE! YOU MUSTN'T TAKE IT THAT WAY!
IT ISN'T FOREVER! SOME-DAY MY WORK WILL BE DONE--!
DON'T SAY ANY MORE!
WE EACH HAVE --OUR DUTY! NEITHER OF US IS TRULY FREE!
I WAS A FOOL--TO EVEN HOPE!

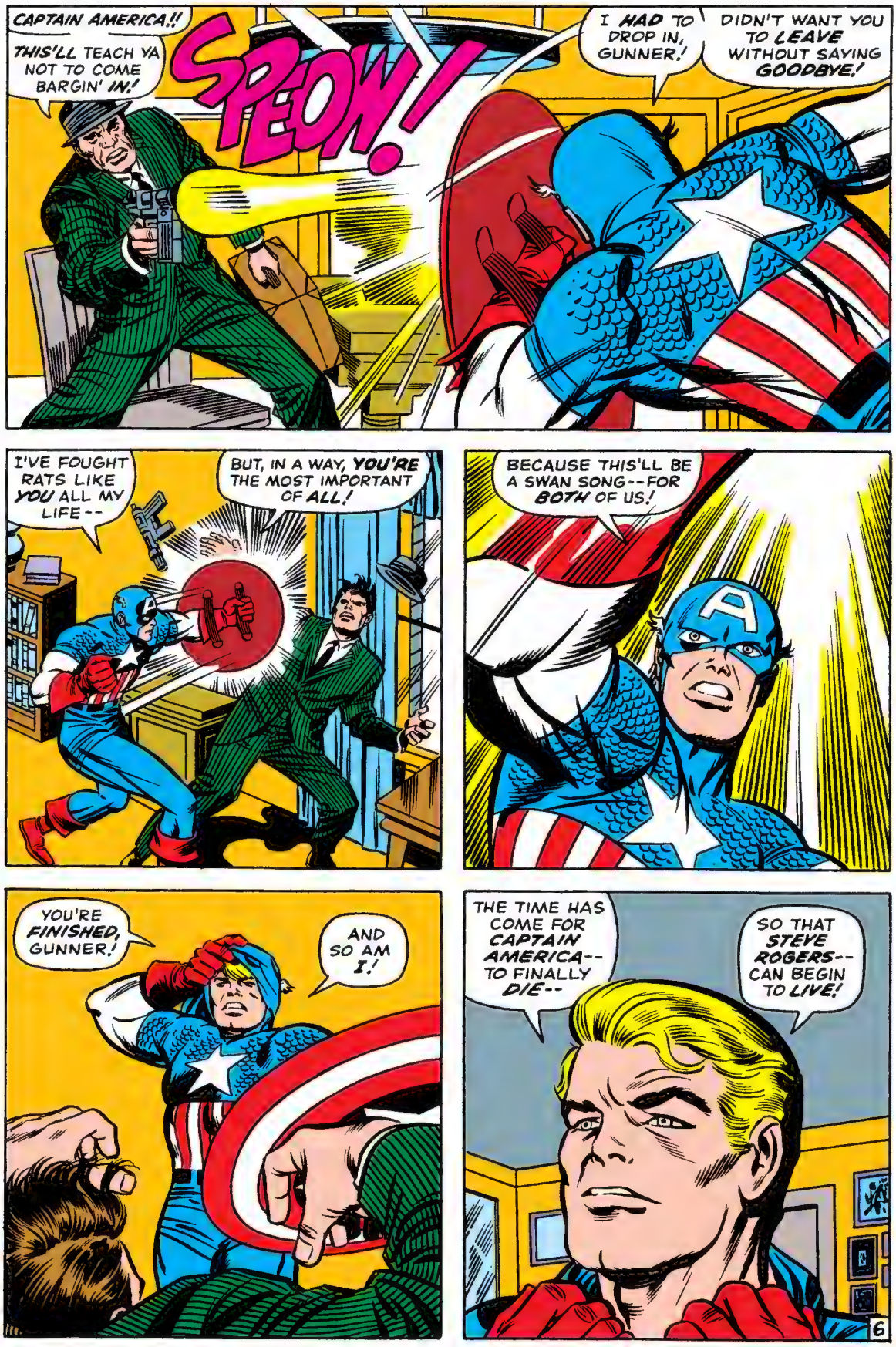

NO! WE MUST NEVER STOP HOPING--EITHER OF US! PERHAPS --IT'S ALL WE HAVE!
WE'RE STILL YOUNG-- AND THERE'S ALWAYS TOMORROW!
NO MATTER WHAT THE FUTURE HOLDS --THERE'LL NEVER BE ANYONE FOR ME--ANYONE BUT YOU!
NOW DRIVE ON, MY DARLING-- AND DON'T LOOK BACK!

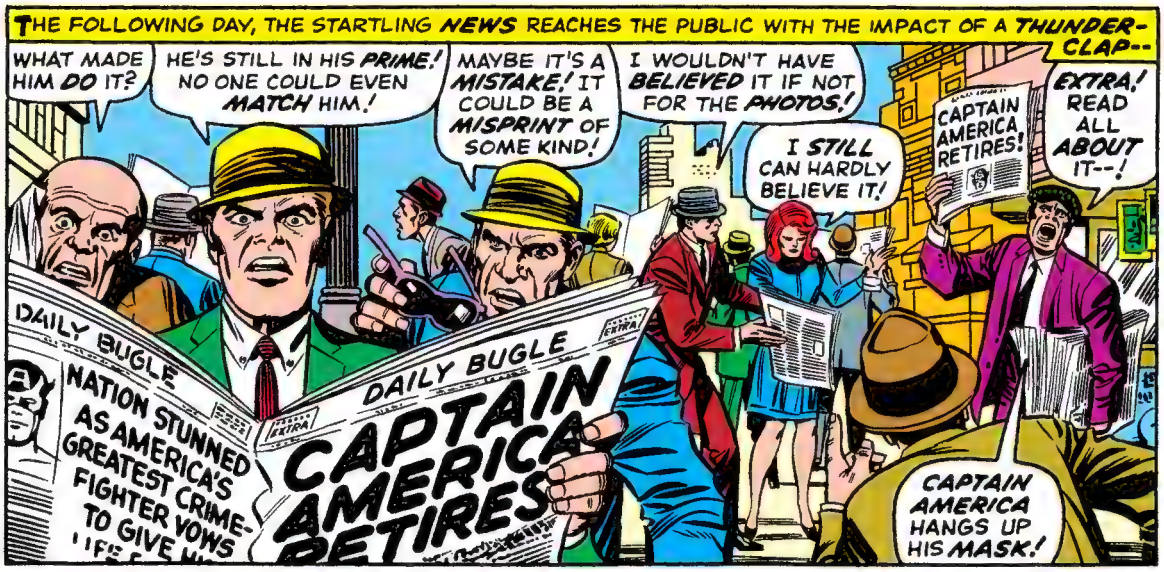

DUTY! IT'S ALWAYS BEEN DUTY!
IT WAS SUCH DEVOTION TO DUTY THAT CAUSED THE DEATH OF BUCKY BARNES!
AND--IT'S HER DEVOTION TO DUTY THAT'S KEEPING THE TWO OF US APART!

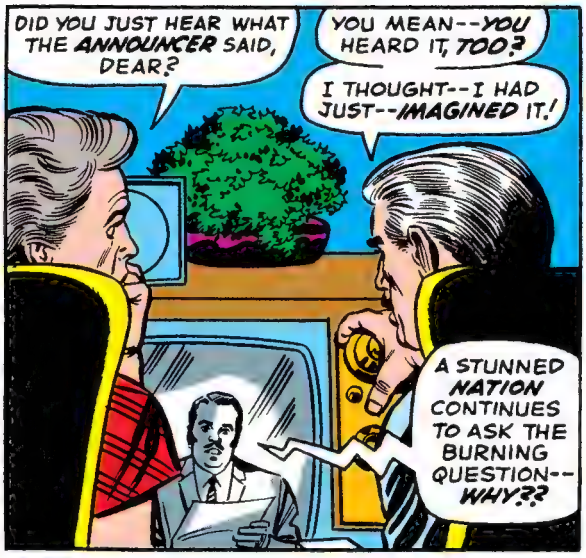

AND THEN--AT THAT VERY SECOND--STEVE ROGERS MADE A DECISION WHICH MAY PROVE TO BE ONE OF THE MOST MOMENTOUS OF HIS ENTIRE LIFE--
I'VE SACRIFICED EVERYTHING-- IN THE NAME OF DUTY!
BUT I'LL DO IT NO LONGER!
THE NEXT BATTLE I FIGHT--AS CAPTAIN AMERICA-- WILL BE--MY LAST.!!

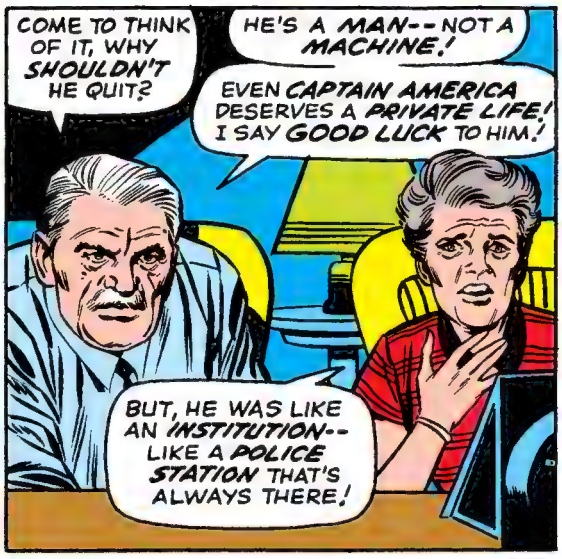

SO NOW WE KNOW WHY THE MASKED AVENGER FIGHTS WITH A SAVAGERY BORN OF HEARTSICK DESPERATION--AS HE UNHESITATINGLY PREPARES TO FACE WHATEVER DANGER WAITS BEHIND THE BECKONING DOOR--
READY OR NOT, GUNNER-- HERE I COME--!

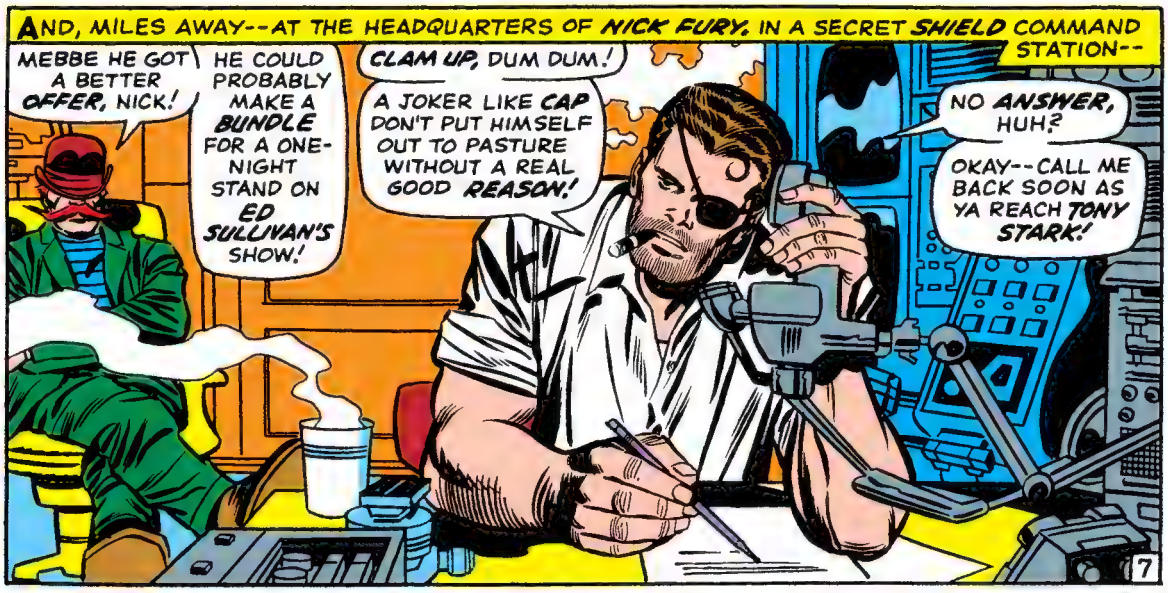

CROSSBOW SHAFTS!! IT LOOKS LIKE GUNNER PLAYS FOR KEEPS!
IF HIS TIMING HAD BEEN A SPLIT-SECOND MORE PRECISE, HE'D HAVE HAD ME!

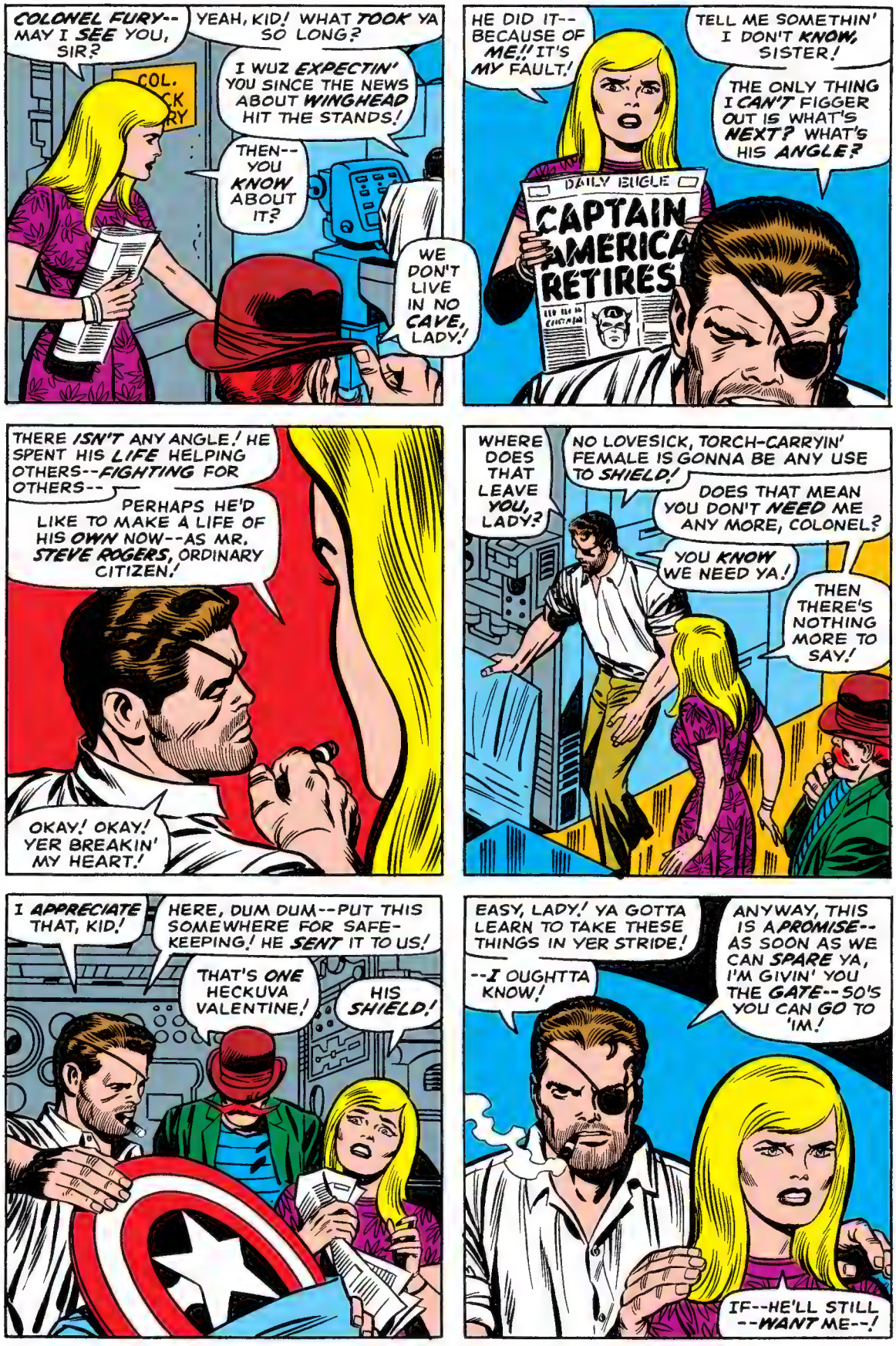

CAPTAIN AMERICA!!
THIS'LL TEACH YA NOT TO COME BARGIN' IN!
SPEOW!
I HAD TO DROP IN, GUNNER!
DIDN'T WANT YOU TO LEAVE WITHOUT SAYING GOODBYE!
I'VE FOUGHT RATS LIKE YOU ALL MY LIFE--
BUT, IN A WAY, YOU'RE THE MOST IMPORTANT OF ALL!
BECAUSE THIS'LL BE A SWAN SONG--FOR BOTH OF US!
YOU'RE FINISHED, GUNNER!
AND SO AM I!
THE TIME HAS COME FOR CAPTAIN AMERICA-- TO FINALLY DIE--
SO THAT STEVE ROGERS-- CAN BEGIN TO LIVE!

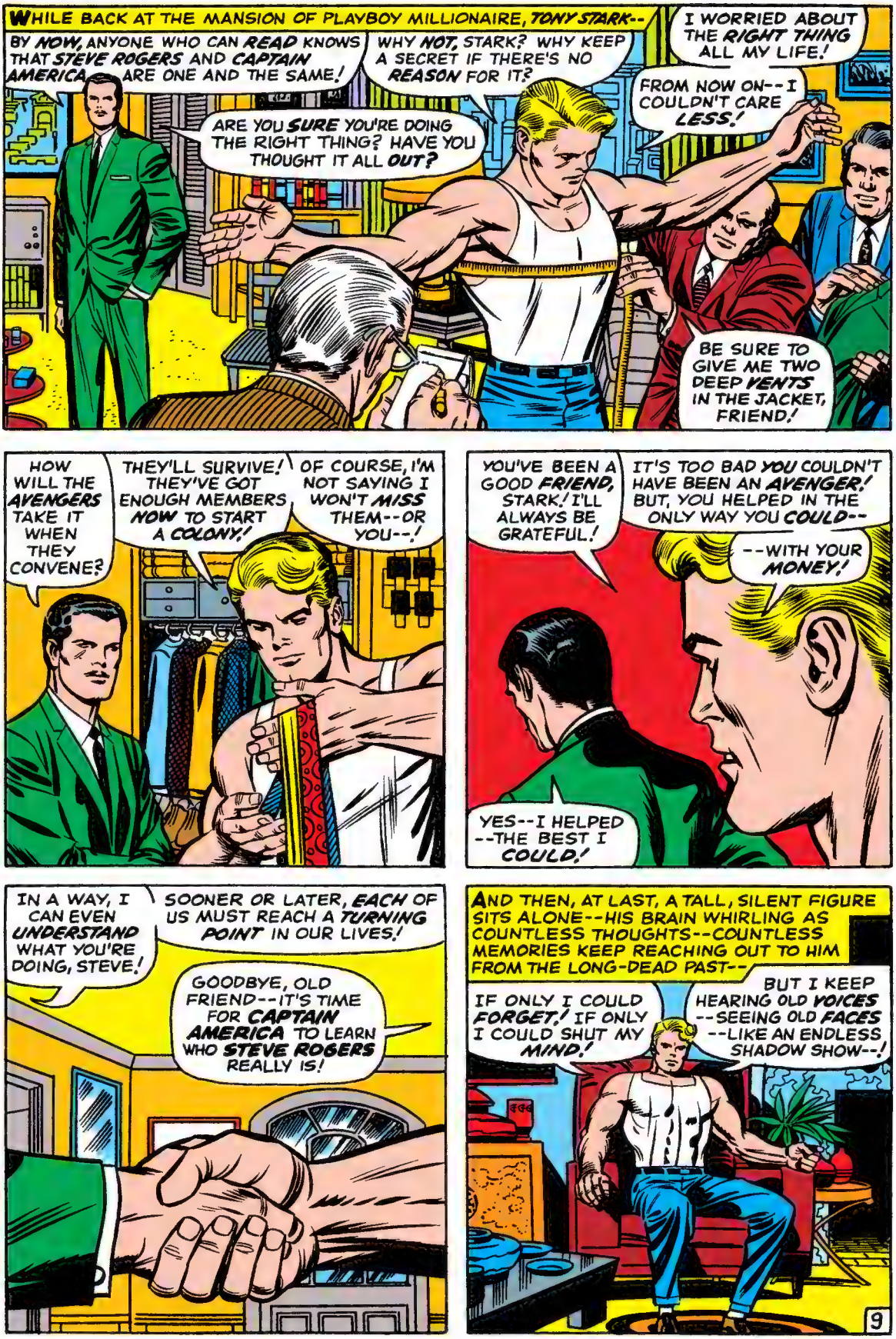

THE FOLLOWING DAY, THE STARTLING NEWS REACHES THE PUBLIC WITH THE IMPACT OF A THUNDER-CLAP--
WHAT MADE HIM DO IT?
HE'S STILL IN HIS PRIME! NO ONE COULD EVEN MATCH HIM!
MAYBE IT'S A MISTAKE! IT COULD BE A MISPRINT OF SOME KIND!
I WOULDN'T HAVE BELIEVED IT IF NOT FOR THE PHOTOS!
I STILL CAN HARDLY BELIEVE IT!
EXTRA! READ ALL ABOUT IT--!
CAPTAIN AMERICA RETIRES!
DAILY BUGLE
NATION STUNNED AS AMERICA'S GREATEST CRIME-FIGHTER VOWS TO GIVE
DAILY BUGLE
CAPTAIN AMERICA RETIRES
CAPTAIN AMERICA HANGS UP HIS MASK!


DID YOU JUST HEAR WHAT THE ANNOUNCER SAID, DEAR?
YOU MEAN--YOU HEARD IT, TOO?
I THOUGHT--I HAD JUST--IMAGINED IT!
A STUNNED NATION CONTINUES TO ASK THE BURNING QUESTION--WHY??


COME TO THINK OF IT, WHY SHOULDN'T HE QUIT?
HE'S A MAN--NOT A MACHINE!
EVEN CAPTAIN AMERICA DESERVES A PRIVATE LIFE! I SAY GOOD LUCK TO HIM!
BUT, HE WAS LIKE AN INSTITUTION--LIKE A POLICE STATION THAT'S ALWAYS THERE!


AND, MILES AWAY--AT THE HEADQUARTERS OF NICK FURY, IN A SECRET SHIELD COMMAND STATION--
MEBBE HE GOT A BETTER OFFER, NICK!
HE COULD PROBABLY MAKE A BUNDLE FOR A ONE-NIGHT STAND ON ED SULLIVAN'S SHOW!
CLAM UP, DUM DUM!
A JOKER LIKE CAP DON'T PUT HIMSELF OUT TO PASTURE WITHOUT A REAL GOOD REASON!
NO ANSWER, HUH?
OKAY--CALL ME BACK SOON AS YA REACH TONY STARK!


COLONEL FURY--MAY I SEE YOU, SIR?
YEAH, KID! WHAT TOOK YA SO LONG?
I WUZ EXPECTIN' YOU SINCE THE NEWS ABOUT WINGHEAD HIT THE STANDS!
THEN--YOU KNOW ABOUT IT?
WE DON'T LIVE IN NO CAVE, LADY!
HE DID IT--BECAUSE OF ME!! IT'S MY FAULT!
TELL ME SOMETHIN' I DON'T KNOW, SISTER!
THE ONLY THING I CAN'T FIGGER OUT IS WHAT'S NEXT? WHAT'S HIS ANGLE?
DAILY BUGLE
CAPTAIN AMERICA RETIRES
THERE ISN'T ANY ANGLE! HE SPENT HIS LIFE HELPING OTHERS--FIGHTING FOR OTHERS--
PERHAPS HE'D LIKE TO MAKE A LIFE OF HIS OWN NOW--AS MR. STEVE ROGERS, ORDINARY CITIZEN!
OKAY! OKAY! YER BREAKIN' MY HEART!
WHERE DOES THAT LEAVE YOU, LADY?
NO LOVESICK, TORCH-CARRYIN' FEMALE IS GONNA BE ANY USE TO SHIELD!
DOES THAT MEAN YOU DON'T NEED ME ANY MORE, COLONEL?
YOU KNOW WE NEED YA!
THEN THERE'S NOTHING MORE TO SAY!
I APPRECIATE THAT, KID!
HERE, DUM DUM--PUT THIS SOMEWHERE FOR SAFE-KEEPING! HE SENT IT TO US!
THAT'S ONE HECKUVA VALENTINE!
HIS SHIELD!
EASY, LADY! YA GOTTA LEARN TO TAKE THESE THINGS IN YER STRIDE!
--I OUGHTTA KNOW!
ANYWAY, THIS IS A PROMISE--AS SOON AS WE CAN SPARE YA, I'M GIVIN' YOU THE GATE--SO'S YOU CAN GO TO 'IM!
IF--HE'LL STILL --WANT ME--!


WHILE BACK AT THE MANSION OF PLAYBOY MILLIONAIRE, TONY STARK--
BY NOW, ANYONE WHO CAN READ KNOWS THAT STEVE ROGERS AND CAPTAIN AMERICA ARE ONE AND THE SAME!
WHY NOT, STARK? WHY KEEP A SECRET IF THERE'S NO REASON FOR IT?
I WORRIED ABOUT THE RIGHT THING ALL MY LIFE!
FROM NOW ON--I COULDN'T CARE LESS!
ARE YOU SURE YOU'RE DOING THE RIGHT THING? HAVE YOU THOUGHT IT ALL OUT?
BE SURE TO GIVE ME TWO DEEP VENTS IN THE JACKET, FRIEND!
HOW WILL THE AVENGERS TAKE IT WHEN THEY CONVENE?
THEY'LL SURVIVE! THEY'VE GOT ENOUGH MEMBERS NOW TO START A COLONY!
OF COURSE, I'M NOT SAYING I WON'T MISS THEM--OR YOU--!
YOU'VE BEEN A GOOD FRIEND, STARK! I'LL ALWAYS BE GRATEFUL!
IT'S TOO BAD YOU COULDN'T HAVE BEEN AN AVENGER! BUT, YOU HELPED IN THE ONLY WAY YOU COULD--
--WITH YOUR MONEY!
YES--I HELPED --THE BEST I COULD!
IN A WAY, I CAN EVEN UNDERSTAND WHAT YOU'RE DOING, STEVE!
SOONER OR LATER, EACH OF US MUST REACH A TURNING POINT IN OUR LIVES!
GOODBYE, OLD FRIEND--IT'S TIME FOR CAPTAIN AMERICA TO LEARN WHO STEVE ROGERS REALLY IS!
AND THEN, AT LAST, A TALL, SILENT FIGURE SITS ALONE--HIS BRAIN WHIRLING AS COUNTLESS THOUGHTS--COUNTLESS MEMORIES KEEP REACHING OUT TO HIM FROM THE LONG-DEAD PAST--
IF ONLY I COULD FORGET! IF ONLY I COULD SHUT MY MIND!
BUT I KEEP HEARING OLD VOICES --SEEING OLD FACES --LIKE AN ENDLESS SHADOW SHOW--!

AND SO WE TAKE LEAVE OF THE TORTURED ADVENTURER--A MAN AT THE CROSSROADS OF HIS LIFE--DESPERATELY SEEKING TO FIND HIS TRUE IDENTITY--EVER HAUNTED BY THE SPECTRE OF A THOUSAND YESTERDAYS--A THOUSAND BATTLES--A THOUSAND FOES! A MAN WHOSE WEARY TROUBLED SOUL MUST FIND AN ANSWER TO ONE EVER-PRESENT, HAUNTING **QUESTION**... **HOW** DOES A MAN GATHER UP THE THREADS OF A LIFETIME AND WALK AWAY FROM HIS **PAST?**

CONTINUED NEXT ISSUE!

TALES OF SUSPENSE
featuring
CAPTAIN AMERICA AND IRON MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
96 DEC
MCG
TO BE REBORN

"TO BE REBORN!"

STEVE ROGERS HAS BEEN SUMMONED TO A POLICE LINE-UP TO WITNESS A TRIO OF MEN INJURED WHILE ATTEMPTING TO IMPERSONATE THE REAL CAPTAIN AMERICA!

6

AND NOW, TIGER...

YOU'RE ON YOUR OWN!

5

WE DIDN'T MEAN ANY HARM!

I ONLY DID IT IN ORDER TO GET ME A JOB WITH SOME CARNIVAL!

ALL I WANTED TO DO WAS MAKE MY CHICK THINK I'M A BIG MAN!

I WAS A FOOL! I THOUGHT I COULD PROVE TO THE GUYS AT THE OFFICE THAT I'M AS ATHLETIC AS ANY SUPER-HERO!

ALL RIGHT, YOU MEN... STEP DOWN!

WE'VE HEARD ENOUGH!

IT'S BEEN HAPPENING ALL OVER TOWN, ROGERS!

SINCE YOU'VE GIVEN UP YOUR CAPTAIN AMERICA IDENTITY, THERE'S BEEN A RASH OF IMITATORS, TRYING TO FILL YOUR SHOES!

AND THEY'RE LEARNING IT'S NOT AS EASY AS THEY THOUGHT!

BUT, THERE'S A NEW, STILL GREATER DANGER THAT WE'RE WORRIED ABOUT...

I NEVER EXPECTED ANYTHING LIKE THIS TO HAPPEN!

A GREATER DANGER, EH? SOUNDS GROOVY! LET'S SEE WHAT'S SHAKIN', GANG...

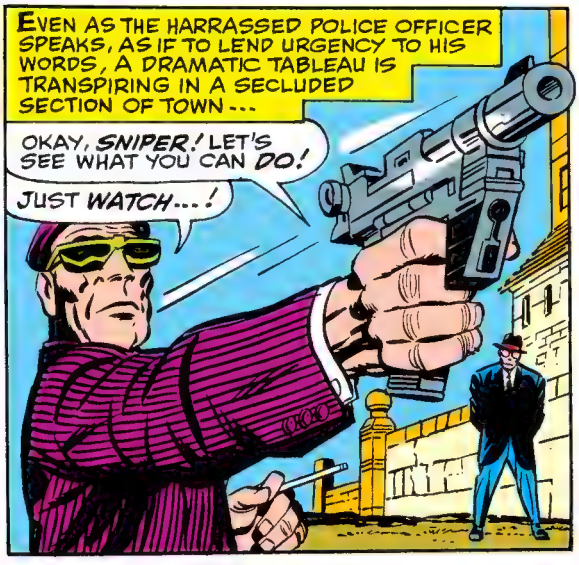
AN ARTFULLY OFF-BEAT STAN LEE and JACK KIRBY ACTION-THRILLER!

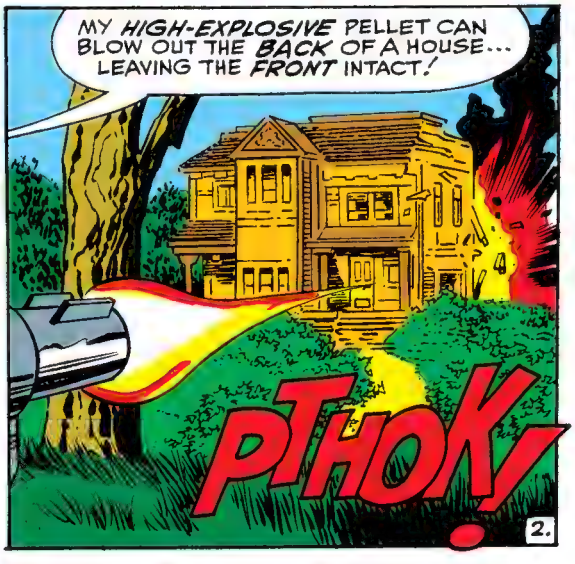
INKING: JOE SINNOTT | LETTERING: SAM ROSEN

NOW THAT IT'S PUBLIC KNOWLEDGE THAT STEVE ROGERS AND CAPTAIN AMERICA ARE ONE AND THE SAME---
WE'VE LEARNED THAT THE UNDER-WORLD IS OUT GUNNING FOR YOU---WITH A VENGEANCE!
THAT MEANS THAT ANY OF THESE MIS-GUIDED BUMBLERS WHO TRY TO IMPERSONATE ME, ARE TAKING A BIGGER CHANCE THAN THEY SUSPECT!
THAT'S IT EXACTLY, ROGERS!

Y'KNOW, EVEN THOUGH YOU'VE BEEN AN IDOL TO EVERY RIGHT-THINKING MAN, WOMAN, AND CHILD IN THE FREE WORLD---
THERE ARE PLENTY OF CROOKS, TRAITORS, AND OTHER ASSORTED CREEPS WHO'D CHEERFULLY RUB YOU OUT IF THEY GOT THE CHANCE!
BUT I DON'T PROPOSE TO GIVE THEM THAT CHANCE, INSPECTOR!

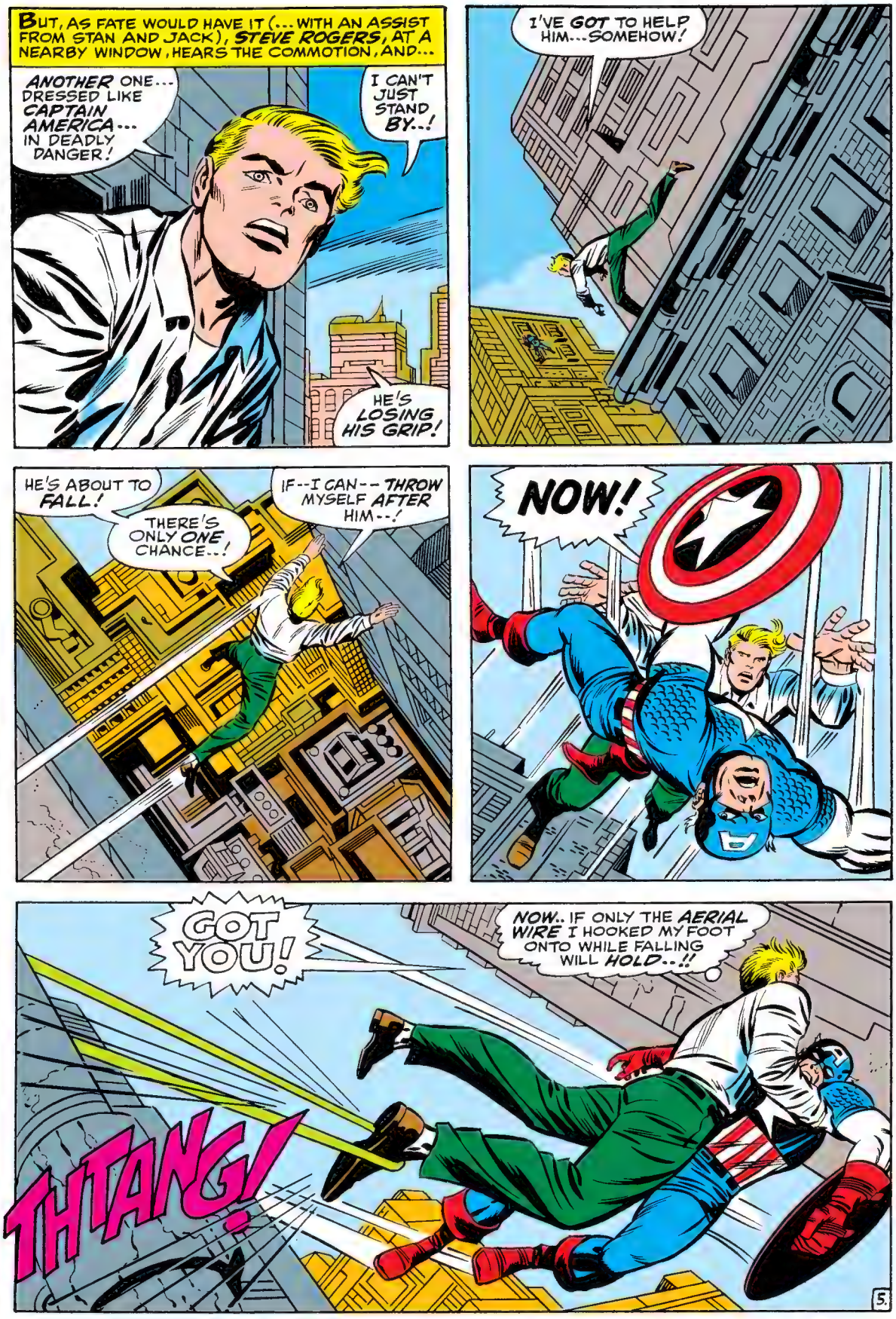
JUST THE SAME, IT'S GONNA BE OPEN SEASON ON YOU FROM NOW ON---
AND THAT EVEN GOES FOR ANY POOR SLOBS WHO HAPPEN TO LOOK LIKE YOU!

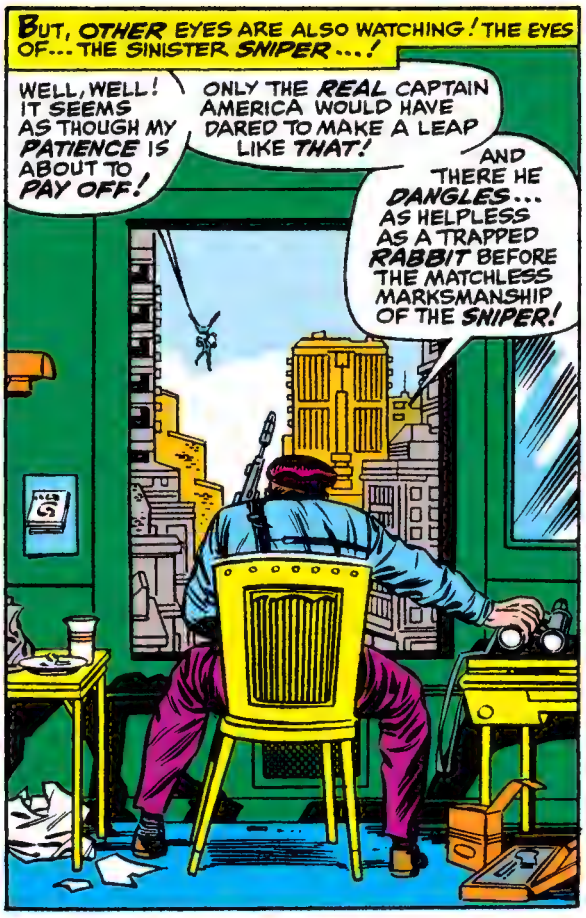

EVEN AS THE HARRASSED POLICE OFFICER SPEAKS, AS IF TO LEND URGENCY TO HIS WORDS, A DRAMATIC TABLEAU IS TRANSPIRING IN A SECLUDED SECTION OF TOWN---
OKAY, SNIPER! LET'S SEE WHAT YOU CAN DO!
JUST WATCH...!

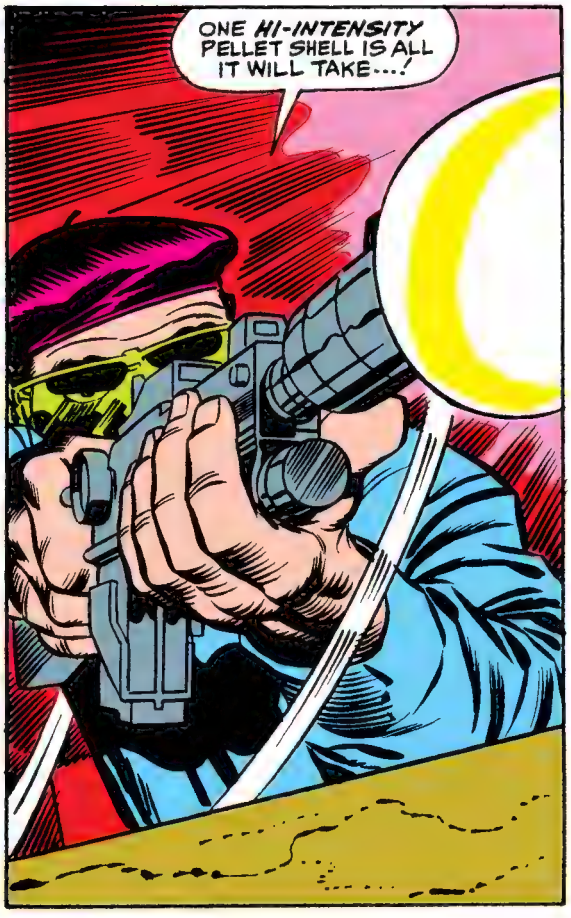

MY HIGH-EXPLOSIVE PELLET CAN BLOW OUT THE BACK OF A HOUSE... LEAVING THE FRONT INTACT!
PTHOK!

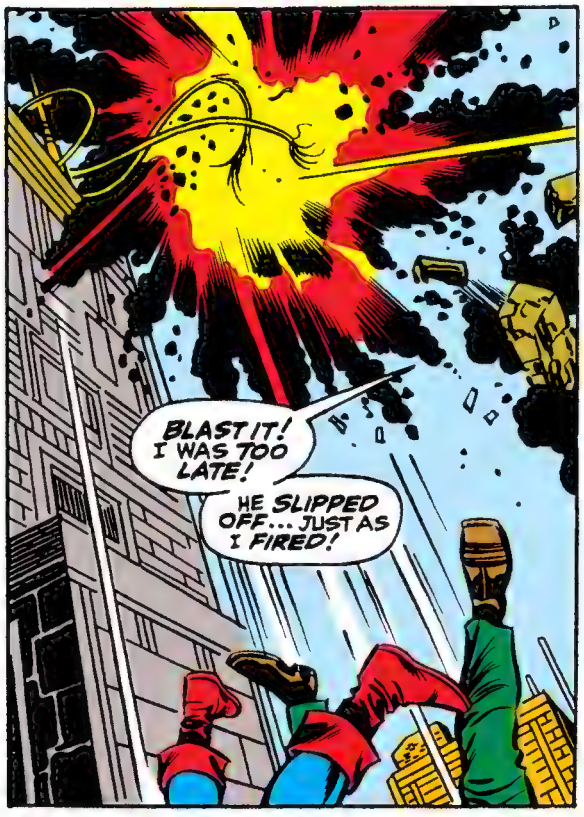
IT'S NOT POSSIBIBLE! NOBODY CAN DO ANY-THING LIKE THAT!
I'VE GOT TO CHECK IT OUT FOR MYSELF!
GO AHEAD.. SATISFY YOURSELF!
JUST REMEMBER.. I'M THE BEST IN THE BUSINESS!
IT'S TRUE! YOU DID IT!
YOU DESTROYED THE REAR OF THE BUILDING WITHOUT DAMAGING THE FRONT SECTION!
BUT HOW? HOW DID YOU DO IT??
THE SNIPER CAN DO ANY-THING!
USING MY SPECIAL HI-INTENSITY GLASSES, MY VISION IS AS GOOD AS MY WEAPON!
I MERELY FIRED THROUGH THAT KEYHOLE... FROM A DISTANCE OF 1,000 YARDS!
YOU SOLD ME, SNIPER!
I'M CONVINCED!
THE SYNDICATE HAS HIRED OTHERS TO DO THE JOB, BUT THEY KEEP FINGERING THE WRONG CAPTAIN AMERICAS!
THE SNIPER DOESN'T MAKE MISTAKES!
THE JOB WILL BE DONE!
A FEW DAYS LATER, THE HUNT GOES ON... AS TWO OF THE CRIME SYNDICATE'S HIRED GUNMEN ZERO IN ON ANOTHER BOGUS CAPTAIN AMERICA...
WE GOT 'IM NOW! HE CAN'T GET AWAY!
YOU'RE MAKING A MISTAKE, I TELL YOU! I'M NOT THE REAL CAPTAIN AMERICA!
I ONLY JUST RENTED THIS GET-UP!
MEBBE SO... BUT WE AIN'T TAKIN' NO CHANCES!

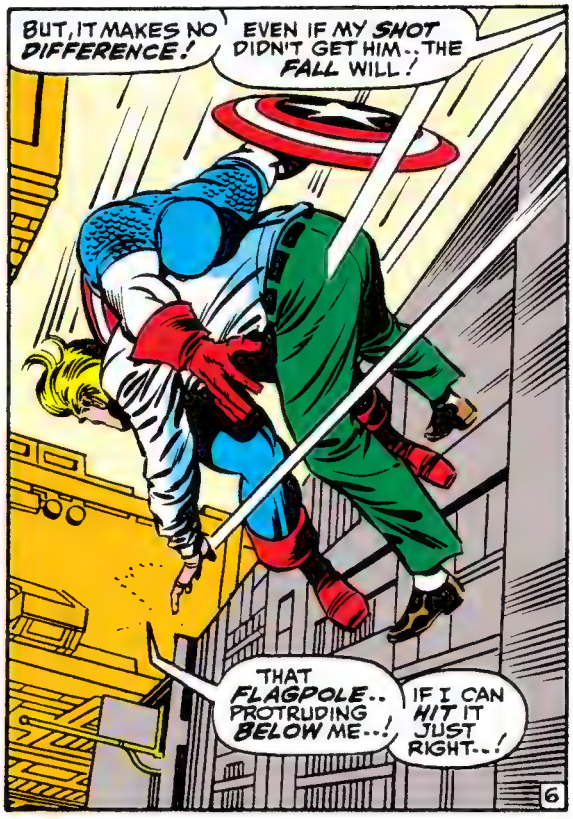
BE CAREFUL, BULL! YA KNOW HOW TRICKY THAT SHIELD-SLINGER CAN BE!
DON'T WORRY! HE AIN'T GETTIN' AWAY!
WAIT! LET ME EXPLAIN...
I WAS HIRED BY A JUDO STUDIO... FOR PUBLICITY..
SO WHAT'S THAT PROVE? THEY COULDA HIRED THE REAL McCOY, COULDN'T THEY?
WHATSA MATTER WITH YA, BULL??
WHY CAN'TCHA HOLD 'IM STEADY... SO I CAN GET A BEAD ON 'IM?
EVEN IF I'M NOT THE GENUINE ARTICLE...
AT LEAST I KNOW ENOUGH JUDO TO GET MYSELF OUT OF THIS..!
THOK!
HE'S GETTIN' AWAY! WE'LL LOSE OUR PAYMENT!
STOP 'IM! HURRY! YOU GOTTA WING HIM...!
RELAX, MISTER! I GOT 'IM!
KRAK
HE'S FALLIN' OVER THE SIDE!
UHHH..! LUCKY... I CAUGHT ON... TO THE LEDGE..!
BUT..ARM IS HURT! CAN'T... HOLD ON...MUCH LONGER..!
4.

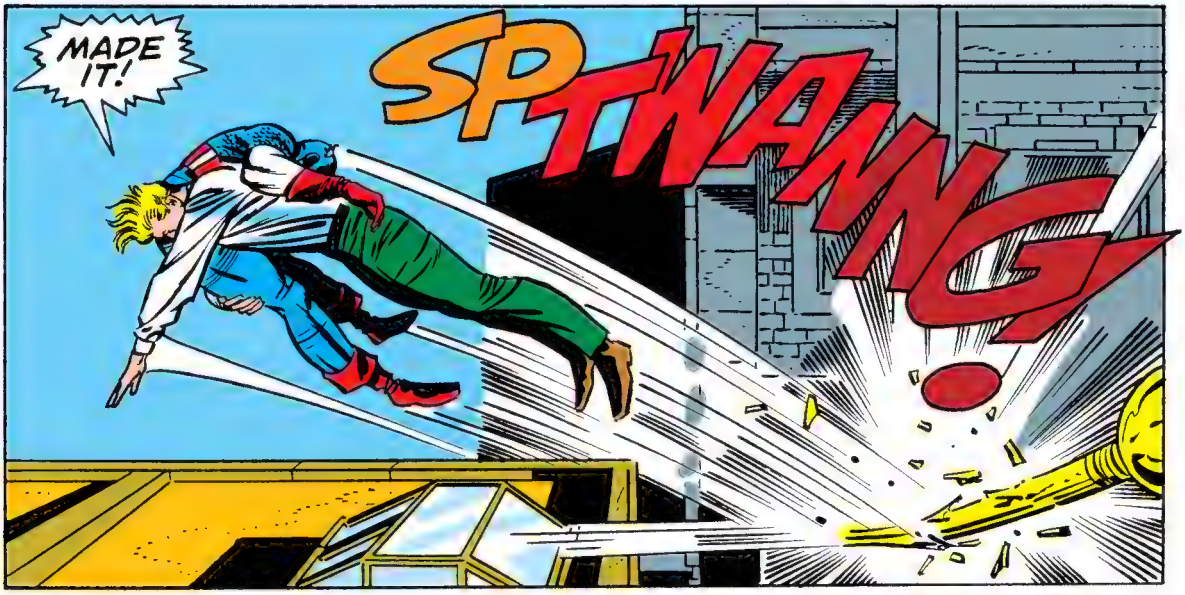

BUT, AS FATE WOULD HAVE IT (... WITH AN ASSIST FROM STAN AND JACK), STEVE ROGERS, AT A NEARBY WINDOW, HEARS THE COMMOTION, AND...
ANOTHER ONE... DRESSED LIKE CAPTAIN AMERICA... IN DEADLY DANGER!
I CAN'T JUST STAND BY..!
HE'S LOSING HIS GRIP!
I'VE GOT TO HELP HIM... SOMEHOW!
HE'S ABOUT TO FALL!
THERE'S ONLY ONE CHANCE..!
IF--I CAN-- THROW MYSELF AFTER HIM--!
NOW!
GOT YOU!
NOW.. IF ONLY THE AERIAL WIRE I HOOKED MY FOOT ONTO WHILE FALLING WILL HOLD..!!
THTANG!
5

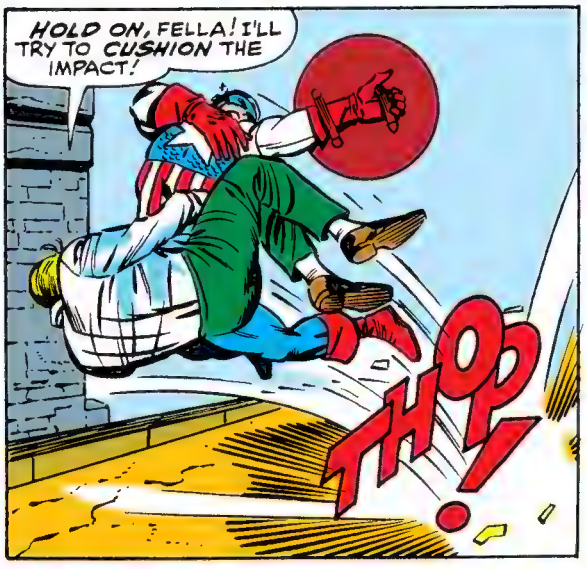

BUT, OTHER EYES ARE ALSO WATCHING! THE EYES OF... THE SINISTER SNIPER...!
WELL, WELL! IT SEEMS AS THOUGH MY PATIENCE IS ABOUT TO PAY OFF!
ONLY THE REAL CAPTAIN AMERICA WOULD HAVE DARED TO MAKE A LEAP LIKE THAT!
AND THERE HE DANGLES... AS HELPLESS AS A TRAPPED RABBIT BEFORE THE MATCHLESS MARKSMANSHIP OF THE SNIPER!

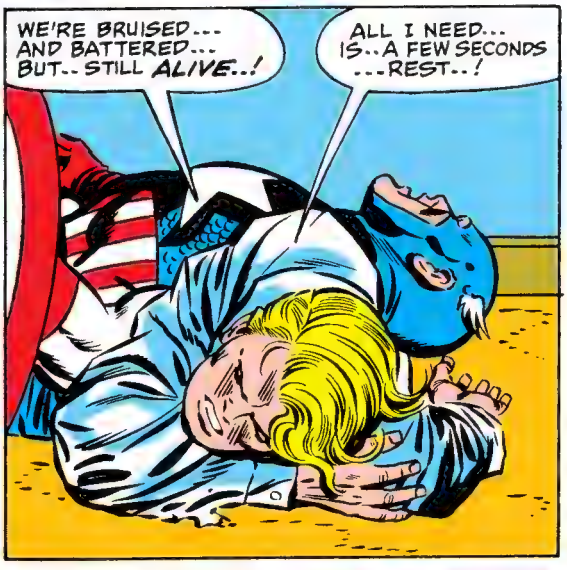

ONE HI-INTENSITY PELLET SHELL IS ALL IT WILL TAKE...!


BLAST IT! I WAS TOO LATE!
HE SLIPPED OFF... JUST AS I FIRED!


BUT, IT MAKES NO DIFFERENCE!
EVEN IF MY SHOT DIDN'T GET HIM.. THE FALL WILL!
THAT FLAGPOLE.. PROTRUDING BELOW ME..!
IF I CAN HIT IT JUST RIGHT..!

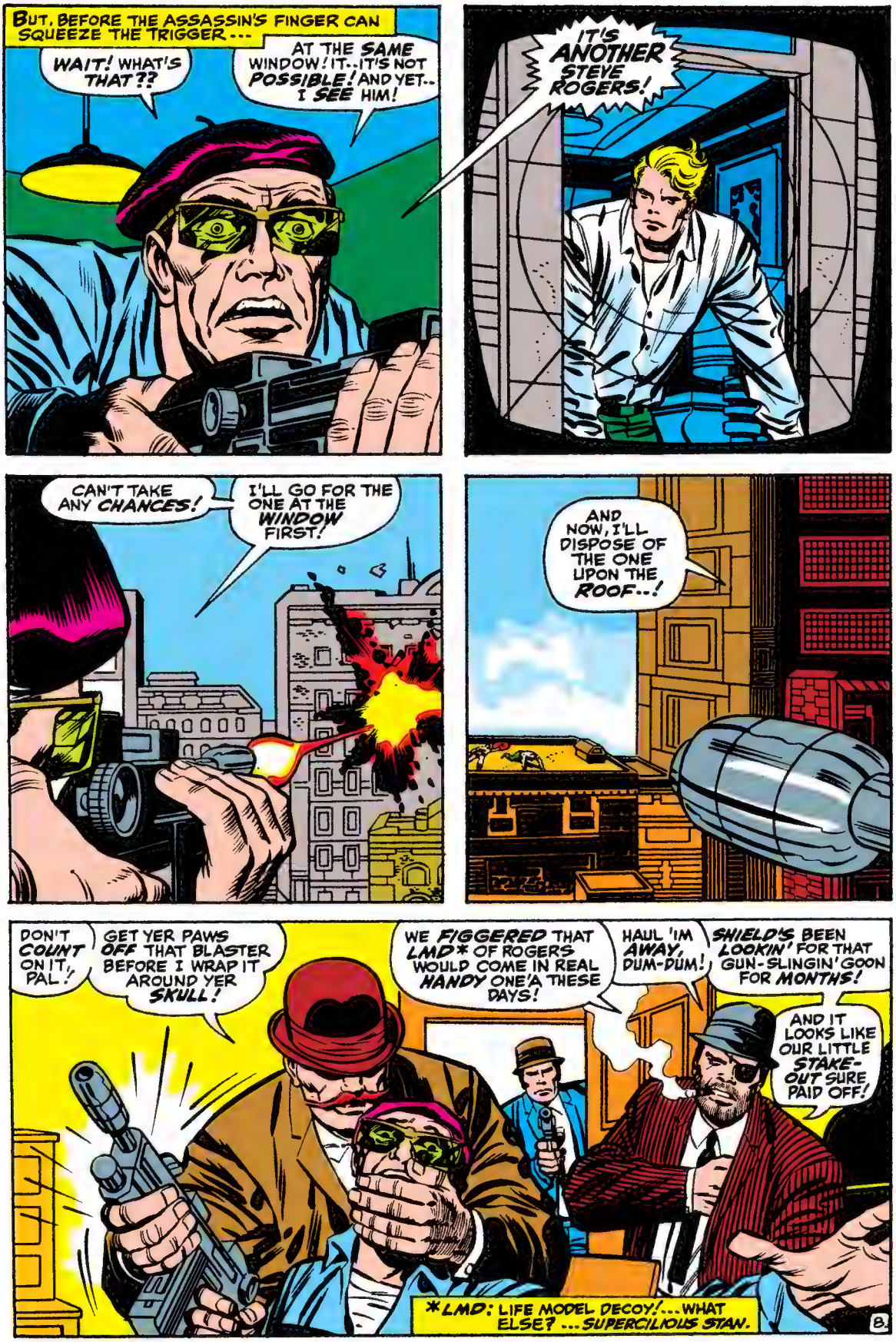

MADE IT!
SPTWANG!


HOLD ON, FELLA! I'LL TRY TO CUSHION THE IMPACT!
THOP!


WE'RE BRUISED--- AND BATTERED--- BUT-- STILL ALIVE..!
ALL I NEED... IS..A FEW SECONDS ---REST--!

THE MAN HAS MORE LIVES THAN A CAT!
BUT NOW, WHILE HE'S HELPLESS-- WHILE THEY'RE BOTH HELPLESS---I CAN FINISH THEM WITH EASE!

AND SO FAREWELL, CAPTAIN AMERICA!
CLICK!


BUT, BEFORE THE ASSASSIN'S FINGER CAN SQUEEZE THE TRIGGER...
WAIT! WHAT'S THAT??
AT THE SAME WINDOW! IT..IT'S NOT POSSIBLE! AND YET.. I SEE HIM!
IT'S ANOTHER STEVE ROGERS!
CAN'T TAKE ANY CHANCES!
I'LL GO FOR THE ONE AT THE WINDOW FIRST!
AND NOW, I'LL DISPOSE OF THE ONE UPON THE ROOF--!
DON'T COUNT ON IT, PAL!
GET YER PAWS OFF THAT BLASTER BEFORE I WRAP IT AROUND YER SKULL!
WE FIGGERED THAT LMD* OF ROGERS WOULD COME IN REAL HANDY ONE'A THESE DAYS!
HAUL 'IM AWAY, DUM-DUM!
SHIELD'S BEEN LOOKIN' FOR THAT GUN-SLINGIN' GOON FOR MONTHS!
AND IT LOOKS LIKE OUR LITTLE STAKE-OUT SURE PAID OFF!
*LMD: LIFE MODEL DECOY!...WHAT ELSE? ...SUPERCILIOUS STAN.
8.

BUT, ON THE ROOF NEARBY, THE DANGER IS NOT YET OVER---
LOOK! WE CAUGHT UP WITH 'EM AT LAST!
AND THEY JUST AIN'T ABOUT TO GIVE US ANY TROUBLE NOW!
THIS IS SURE OUR LUCKY DAY, BULL!
I DUNNO WHICH IS THE REAL CAPTAIN AMERICA---
BUT I AIN'T GONNA WASTE TIME WORRYIN' ABOUT IT!
UH OH! TWO MORE GUN-HAPPY GOONS!
BULL... LOOK OUT FOR HIS LEGS!
KNOCK IT OFF! HE'S AS GOOD AS FIN--!
UNNHHH!!
DO YOU PUNKS THINK YOU'RE PLAYING WITH AN AMATEUR??
EVEN IN MY SLEEP, I COULD HANDLE A COUPLE OF DEADBEATS LIKE YOU!
AND IF YOU THINK THAT BLASTER'S GONNA HELP YOU---
UHHHH--! MY WRIST!!
FORGET IT!
WONK!
9.

AWRIGHT, ROGERS! SIMMER DOWN!
HOW ABOUT LEAVIN' SOMETHIN' FOR SHIELD TO DO?
NICK FURY!
WHAT'RE YOU DOING HERE?? HOW'D YOU KNOW?
WE'RE PAID TO KNOW THINGS, MISTER!
WE'VE BEEN ROUNDIN' UP ALL THE HOODS WHO FIGGER IT'S OPEN SEASON ON YA!
DON'T MOVE, TOUGH GUYS!
DON'T EVEN BREATHE TOO DEEP.. 'CAUSE I'M JUST A BROWN-EYED LITTLE BUNDLE OF NERVES!
CAN'T SAY I'M SORRY, NICK!
YOU'RE OKAY, FELLA! A COUPLE'A BAND-AIDS AND SOME SHUT-EYE'LL HAVE YA GOOD AS NEW!
NEXT TIME I'M ASKED TO DRESS UP LIKE SOMEONE, I'M GONNA RUN FOR THE HILLS!
I'M SURE GLAD THE REAL STEVE ROGERS WAS NEARBY!
SPEAKIN' OF THE REAL SHIELD-SLINGIN' HOT-SHOT, WHATCHA GONNA DO FROM HERE ON IN, SONNY BOY?
SINCE WHEN DOES A GENT WITH YOUR MOXIE JUST PUT HIMSELF OUT TO PASTURE?
GUYS LIKE YOU'N ME CAN'T NEVER HANG UP OUR GLOVES, HEAR?
YOU CAN'T GIVE UP BEIN' CAPTAIN AMERICA...
...'CAUSE YOU ARE CAPTAIN AMERICA!
IT'D BE EASIER TO TURN YER BACK ON STEVE ROGERS!
I..THINK YOU'RE... RIGHT... FURY!
YA MEAN YER GETTIN' INTO HARNESS AGAIN, ROGERS?
NOW YER TALKIN'!
I REALIZE NOW.. A MAN CAN'T EVER STOP BEING .. SOMETHING THAT HE WAS BORN TO BE!
IF YER GONNA MAKE A BLASTED SPEECH, I'M CUTTIN' OUT!
NO SPEECHES, MEN!
YOU KNOW WHAT I WANNA SAY... IT BOILS DOWN TO... THANKS!
WE HEAR YA TALKIN'.. CAP!
NEXT THE BLACK PANTHER!
10

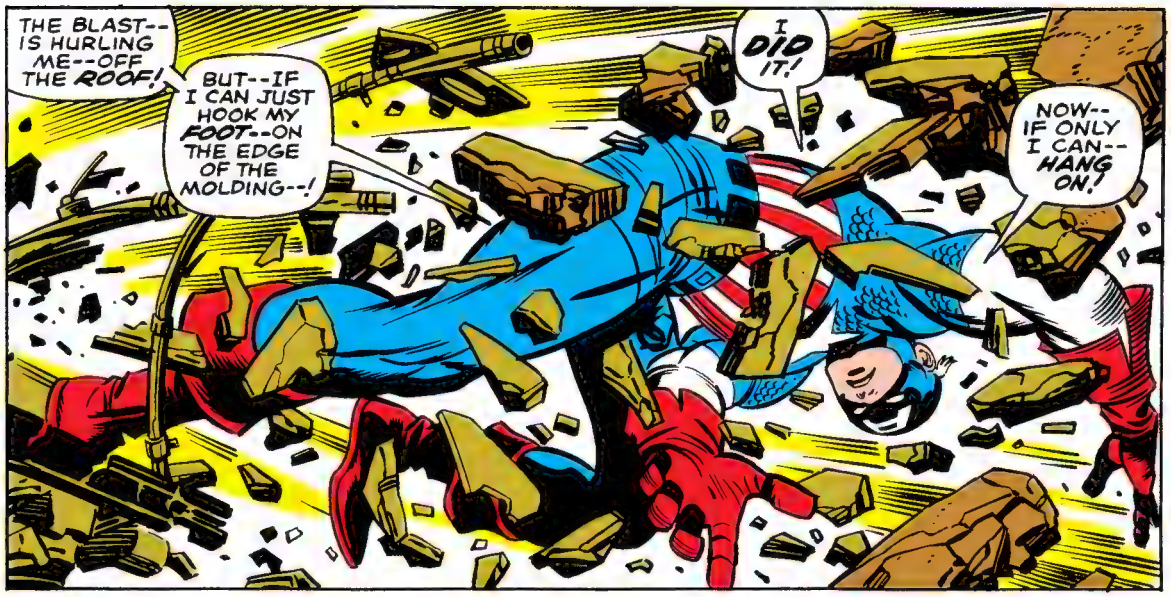
TALES OF SUSPENSE
APPROVED BY THE COMICS CODE AUTHORITY
IRON MAN
and
CAPTAIN AMERICA
MARVEL COMICS GROUP
12¢ IND.
JAN 97
"THE COMING OF... WHIPLASH!"

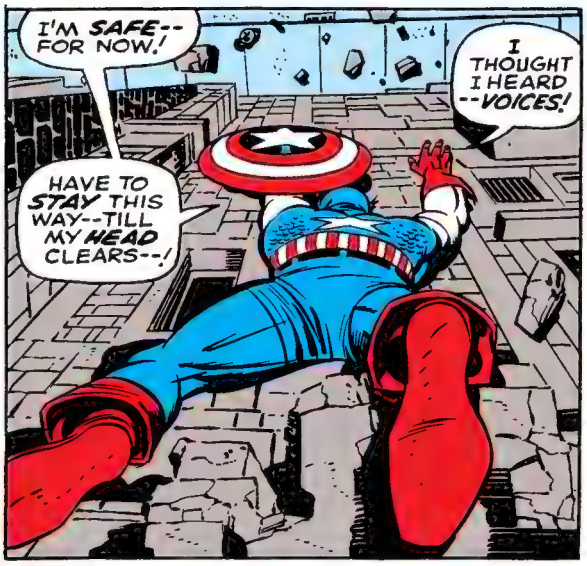
AND SO IT BEGINS--!

RE-INTRODUCING: THE BLACK PANTHER!

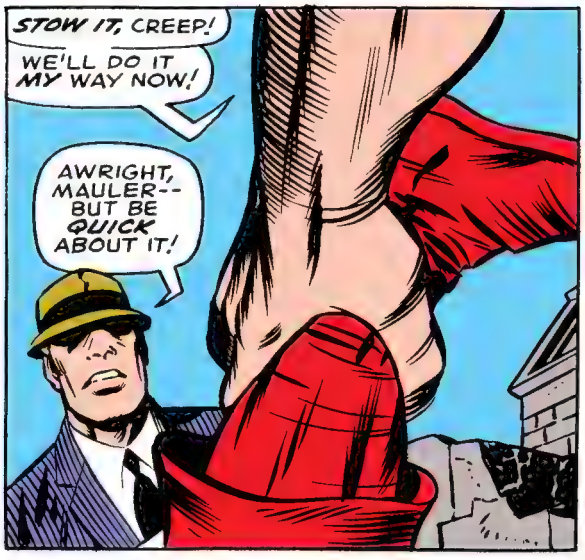
CAP HAS JUST RECEIVED AN URGENT CALL FOR HELP-- BUT UPON REACHING THE SITE, HE SUDDENLY FINDS--
IT'S A TRAP! THE ROOF-TOP'S BEEN MINED!

PHANTASMAGORICALLY PRODUCED BY:
STAN (THE MAN) LEE & JACK (KING) KIRBY
EMBELLISHED BY: JOE SINNOTT
LETTERED BY: ARTIE SIMEK


THE BLAST--IS HURLING ME--OFF THE ROOF!
BUT--IF I CAN JUST HOOK MY FOOT--ON THE EDGE OF THE MOLDING--!
I DID IT!
NOW--IF ONLY I CAN--HANG ON!

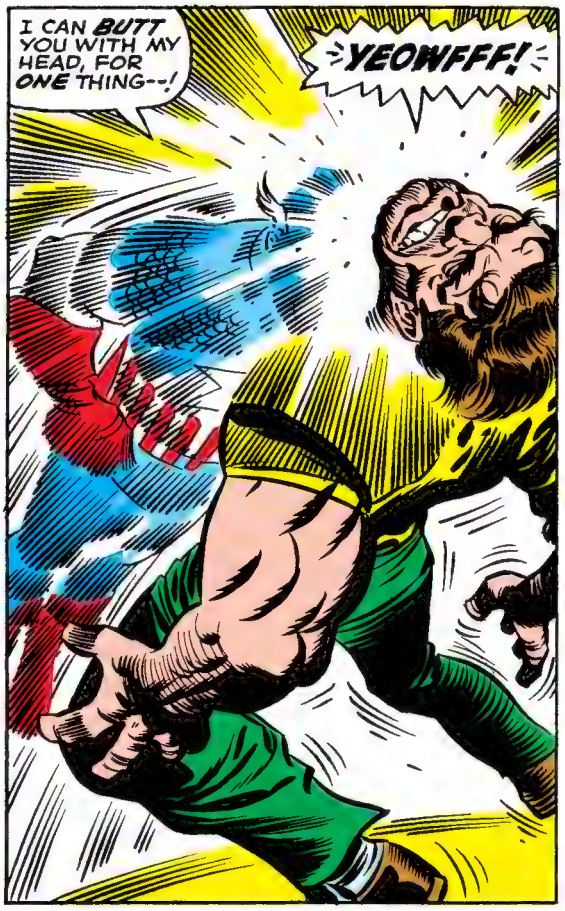

I'M SAFE--FOR NOW!
I THOUGHT I HEARD --VOICES!
HAVE TO STAY THIS WAY--TILL MY HEAD CLEARS--!

YOU 'N YER BLASTED BOOBY TRAPS!
HE'S STILL ALIVE!
BUT HE WON'T BE FOR LONG--NOT AFTER I TOSS THIS GRENADE!

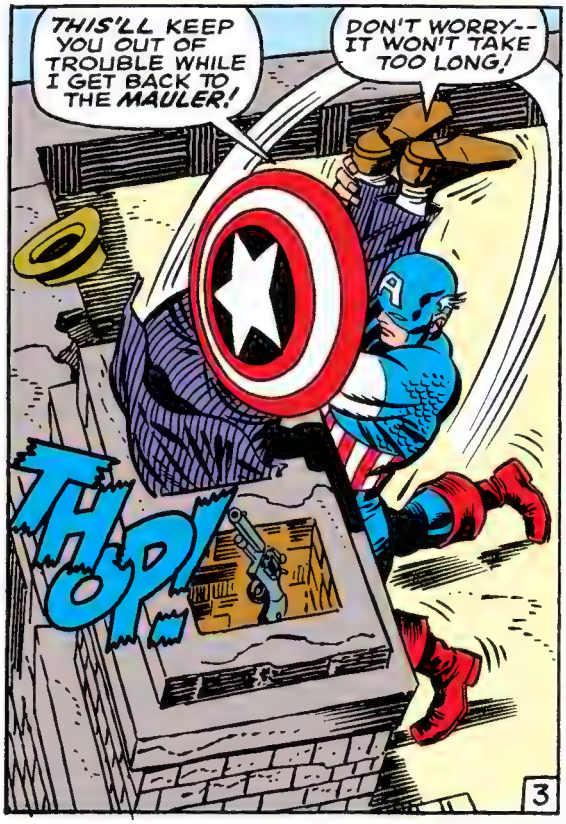

STOW IT, CREEP!
WE'LL DO IT MY WAY NOW!
AWRIGHT, MAULER--BUT BE QUICK ABOUT IT!

WHAT'S THE RUSH?
HE AINT GOIN' NOWHERE!
CAREFUL! HE'S TRICKY! HE MAY JUST BE FAKING!
BIG DEAL! HE'S DONE FOR--AND HE KNOWS IT!

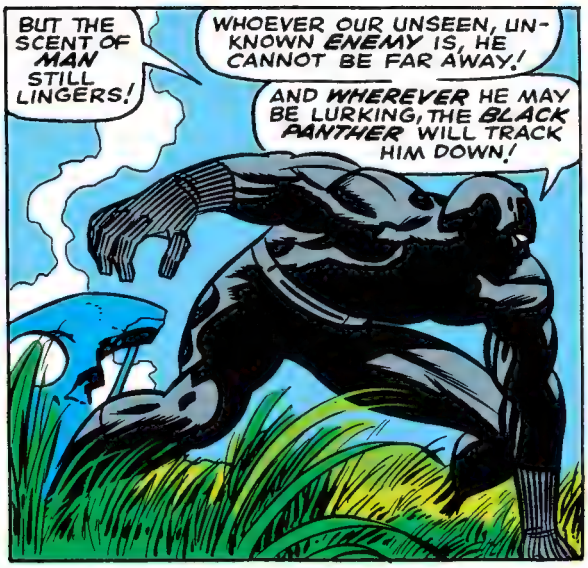
I'LL BE TOP MAN IN THE SYNDICATE WHEN THEY FIND OUT THAT I'M THE GUY WHO POLISHED OFF CAPTAIN AMERICA!
HURRY, YOU FOOL!
I JUST SAW HIM MOVE! HE SHIFTED HIS BALANCE --HE'S UP TO SOME-THING--!
NUTS! WHAT CAN HE DO NOW??

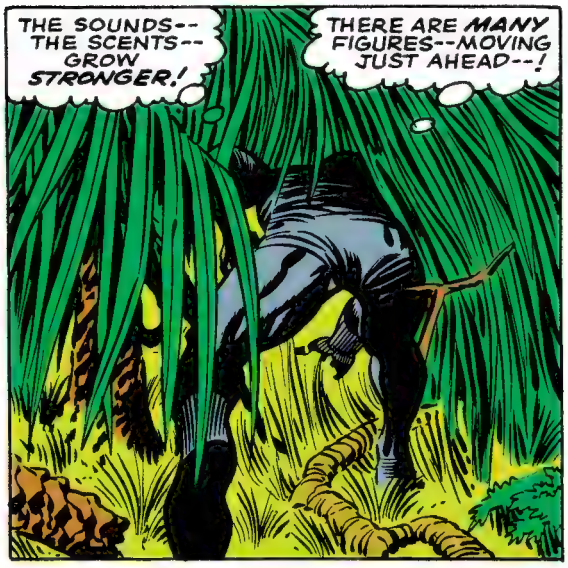

I CAN BUTT YOU WITH MY HEAD, FOR ONE THING--!
YEOWFFF!

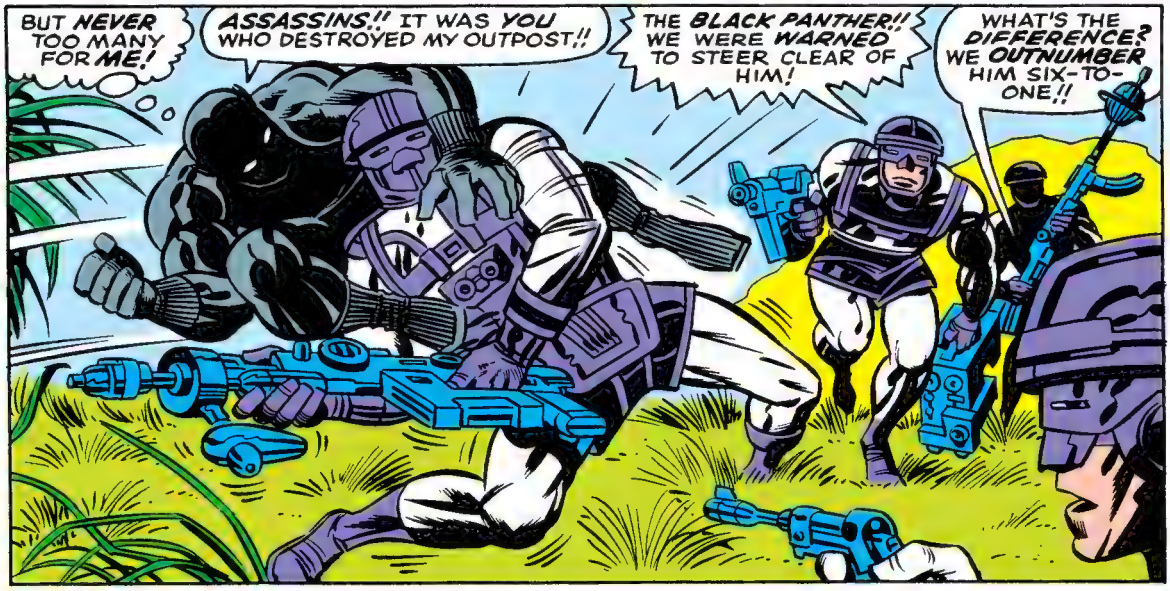
CRACK!
DROP THAT IRON, MISTER!
YOU HAD YOUR CHANCE! NOW IT'S MY TURN!
I'LL-- GIT YA-- FER THAT--!

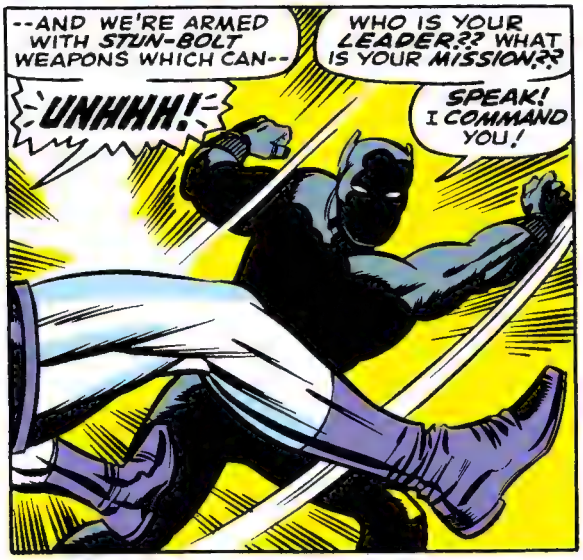

THIS'LL KEEP YOU OUT OF TROUBLE WHILE I GET BACK TO THE MAULER!
DON'T WORRY-- IT WON'T TAKE TOO LONG!
THUP!

I'VE HEARD OF YOU, BIG MAN!
THEY SAY NO ONE CAN DISH IT OUT LIKE THE MAULER!
NOW, LET'S SEE HOW YOU CAN TAKE IT!
WHUP!
NOTE! YOU'LL NEVER KNOW HOW WE WERE TEMPTED TO HAVE CAP SAY, "'NUFF SAID!"
--BUT, FAR AS WE KNOW, HE DIDN'T SAY A THING!
IT SEEMS THAT I'LL NEVER BE TRULY SAFE!
BUT, IT'S THE PRICE I MUST PAY FOR BEING-- CAPTAIN AMERICA!
NEVER ABLE TO LET DOWN MY GUARD FOR AN INSTANT!
A PRICE I'LL NEVER STOP PAYING-- FOR AS LONG AS I LIVE!
AT THAT VERY MOMENT, HALF-WAY AROUND THE GLOBE, ANOTHER COSTUMED ADVENTURER IS ALSO WRAPPED UP IN HIS OWN DRAMATIC THOUGHTS--
STILL NO WORD FROM THE SENTRY OUTPOST AT THE FAR EASTERN PERIMETER OF MY LAND!
ONLY SOME DREAD DISASTER WOULD PREVENT THEM FROM CHECKING IN!
WHICH MEANS --THE BLACK PANTHER MUST PROWL AGAIN!
JUST AS I FEARED--!
THE ENTIRE POST-- ALL THE PERSONNEL--
WIPED OUT!!
AFTER ALL THESE MONTHS OF PEACE--THIS TIME OF REBUILDING--OF REDEDICATING OURSELVES TO THE TASK OF CREATING A PROUD NATION WHERE ONCE ONLY JUNGLE HAD FLOURISHED--
AGAIN WE ARE MENACED BY THOSE WHO WOULD DESTROY US!
AND AGAIN WE SHALL STRIKE BACK--AND FIGHT TILL VICTORY-- OR DEATH!

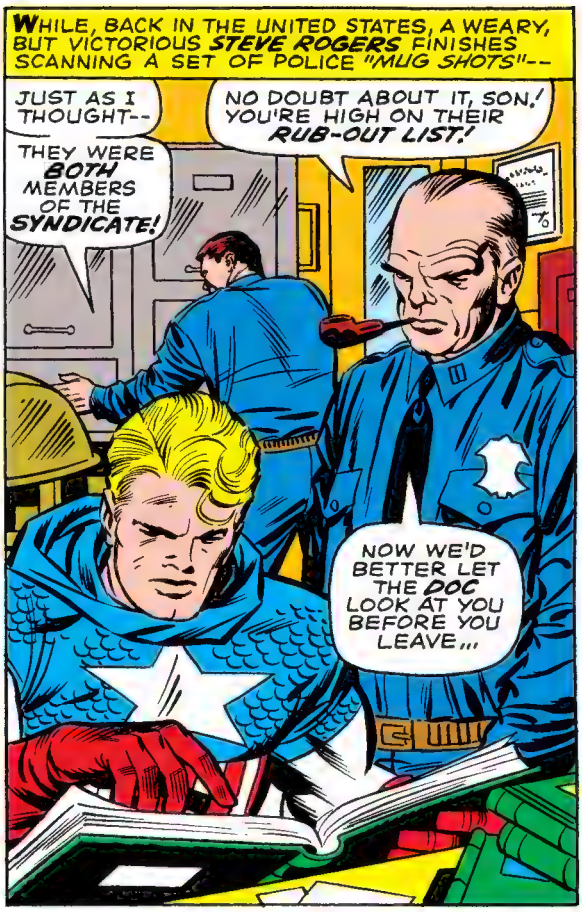

BUT THE SCENT OF MAN STILL LINGERS!
WHOEVER OUR UNSEEN, UNKNOWN ENEMY IS, HE CANNOT BE FAR AWAY!
AND WHEREVER HE MAY BE LURKING, THE BLACK PANTHER WILL TRACK HIM DOWN!


THE SOUNDS-- THE SCENTS-- GROW STRONGER!
THERE ARE MANY FIGURES--MOVING JUST AHEAD--!


BUT NEVER TOO MANY FOR ME!
ASSASSINS!! IT WAS YOU WHO DESTROYED MY OUTPOST!!
THE BLACK PANTHER!! WE WERE WARNED TO STEER CLEAR OF HIM!
WHAT'S THE DIFFERENCE? WE OUTNUMBER HIM SIX-TO-ONE!!


--AND WE'RE ARMED WITH STUN-BOLT WEAPONS WHICH CAN--
WHO IS YOUR LEADER?? WHAT IS YOUR MISSION??
SPEAK! I COMMAND YOU!
-UNHHH!-

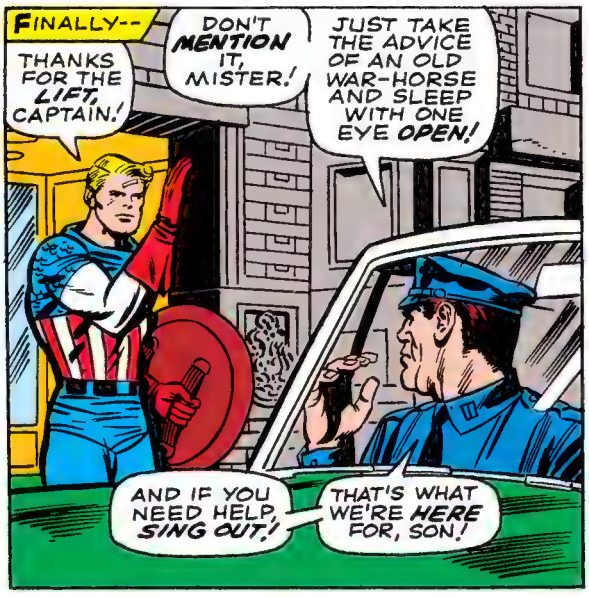
HE SOUNDS LIKE A MAN WHO'S USED TO BEIN' OBEYED!
HE'S STRONGER THAN WE THOUGHT!
BUT NOT STRONG ENOUGH TO WITHSTAND THIS--!

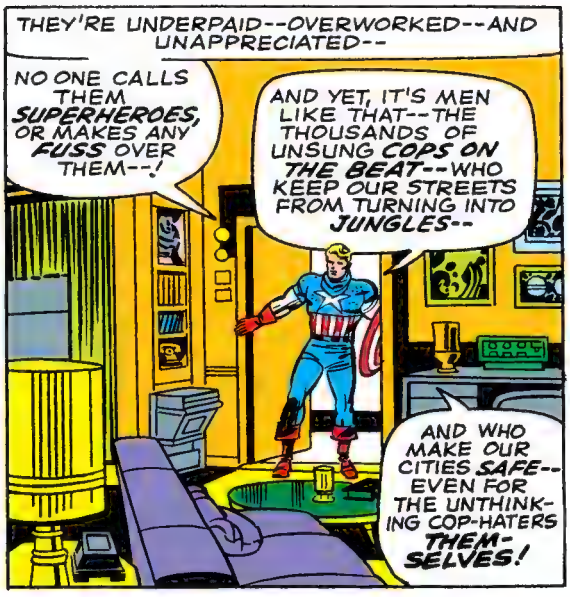

WHILE, BACK IN THE UNITED STATES, A WEARY, BUT VICTORIOUS STEVE ROGERS FINISHES SCANNING A SET OF POLICE "MUG SHOTS"--
JUST AS I THOUGHT--
THEY WERE BOTH MEMBERS OF THE SYNDICATE!
NO DOUBT ABOUT IT, SON! YOU'RE HIGH ON THEIR RUB-OUT LIST!
NOW WE'D BETTER LET THE DOC LOOK AT YOU BEFORE YOU LEAVE...

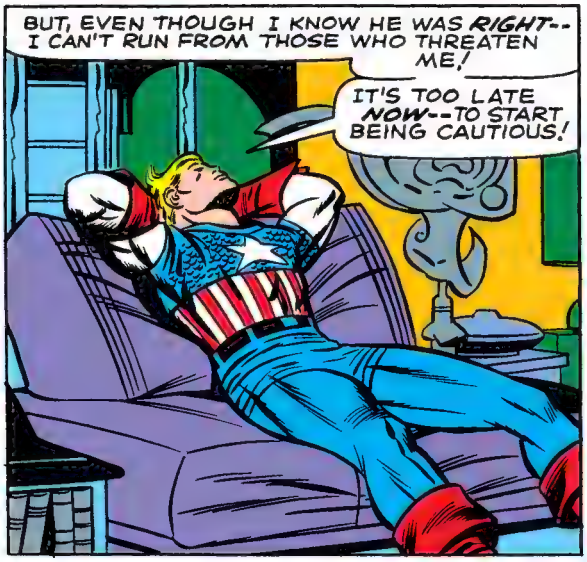
INCREDIBLE! I'VE NEVER CHECKED ANY-ONE IN SUCH SUPERB PHYSICAL CONDITION!
BUT I SUPPOSE YOU HAVE TO BE IN TOP SHAPE TO FOLLOW YOUR PARTICULAR, EH, LINE OF WORK!
WELL, IT IS AN ASSET IF YOU'RE NOT OVERLY ANEMIC, DOC!
YOU'RE FIT AS A FIDDLE, ROGERS!
YOU CAN LEAVE ANY TIME!

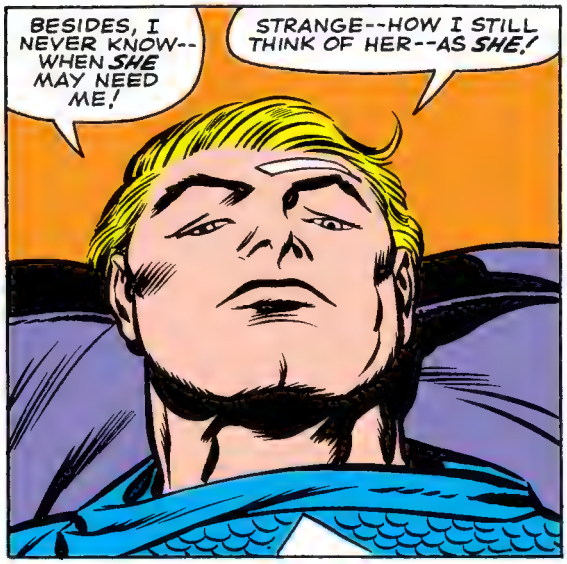
WE'RE MIGHTY CLOSE TO NABBING SOME OF THE SYNDICATE'S TOP MEN, CAP!
IT MIGHT BE WISE FOR YOU TO TAKE A VACATION FOR A WHILE--IN SOME OTHER CITY--JUST UNTIL WE GET THEIR MOST DANGEROUS HOODS BEHIND BARS!
I APPRECIATE THE ADVICE, SIR--BUT I'VE NEVER YET TURNED MY BACK ON A FIGHT!

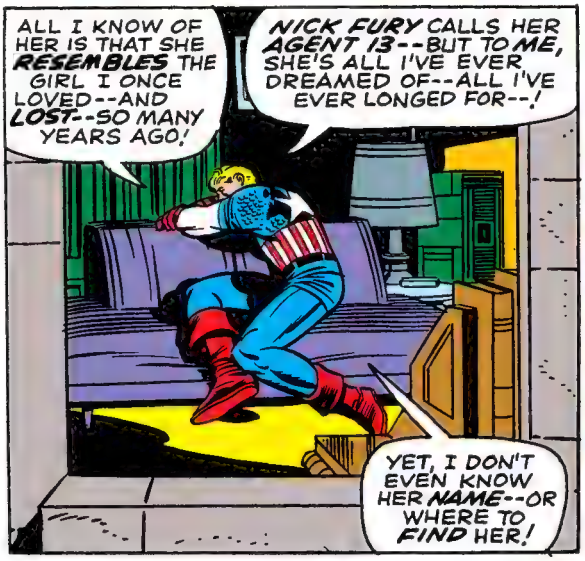
MINUTES LATER, AS THE STAR-SPANGLED AVENGER IS GIVEN A LIFT ACROSS TOWN--
I STILL WISH YOU'D CONSIDER WHAT I SAID, STEVE!
OKAY, CAPTAIN --I WILL THINK ABOUT IT.
NO POINT IN TAKING NEEDLESS CHANCES!
P.D.
I KNOW HE'S RIGHT!
AND YET-- WHERE COULD I GO? WHAT COULD I DO?
6

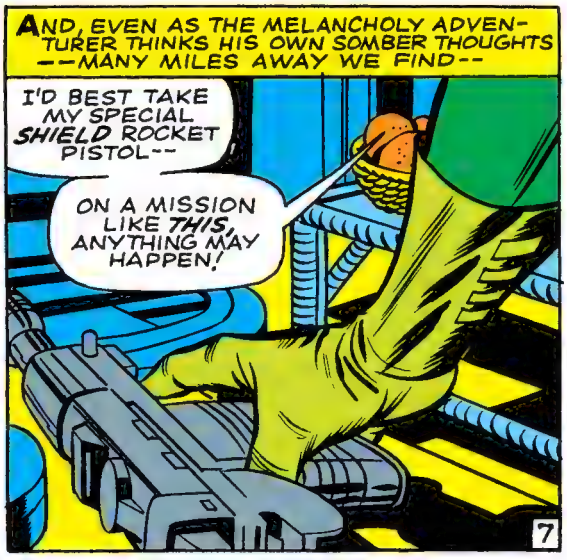

FINALLY--
THANKS FOR THE LIFT, CAPTAIN!
DON'T MENTION IT, MISTER!
JUST TAKE THE ADVICE OF AN OLD WAR-HORSE AND SLEEP WITH ONE EYE OPEN!
AND IF YOU NEED HELP, SING OUT!
THAT'S WHAT WE'RE HERE FOR, SON!

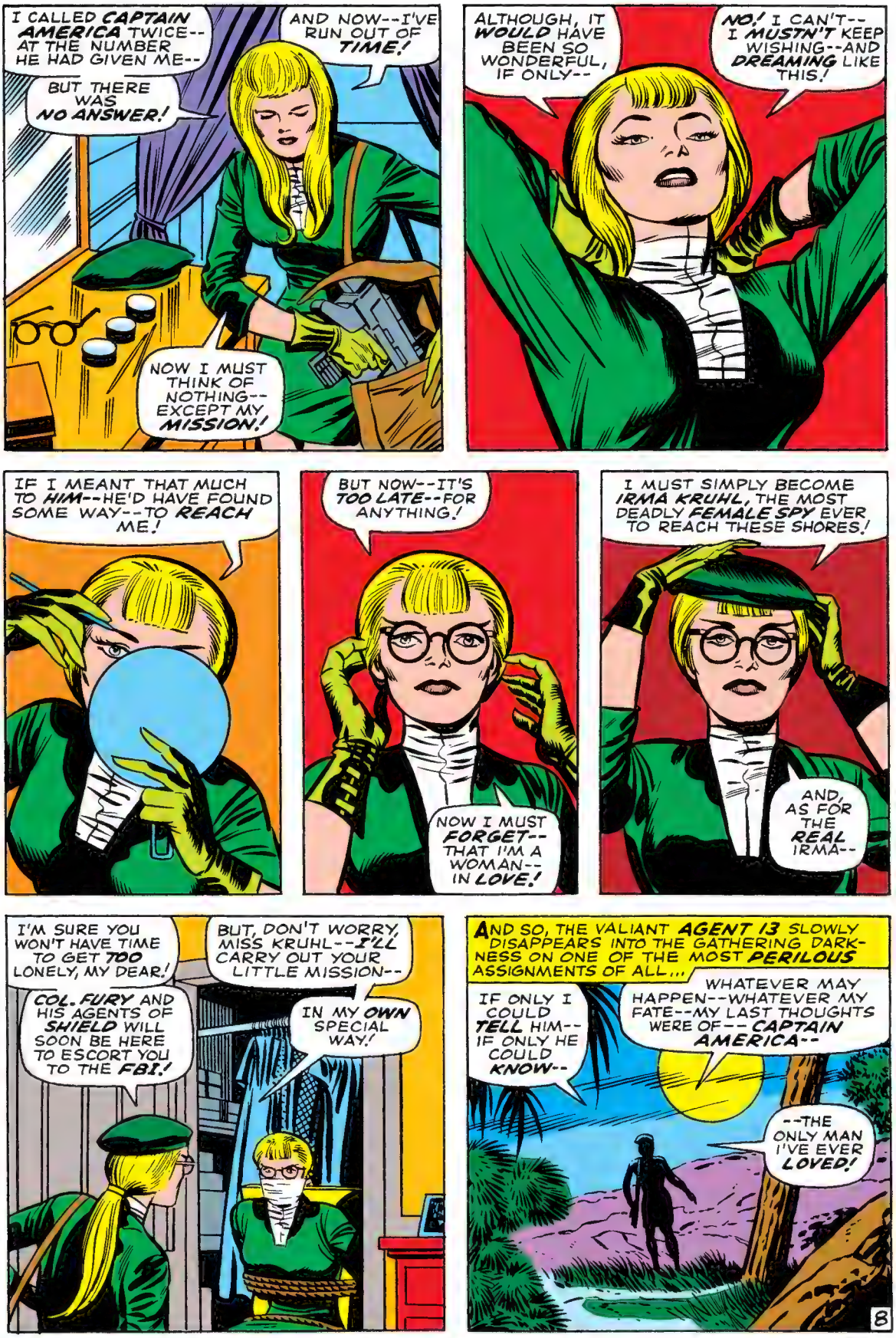

THEY'RE UNDERPAID--OVERWORKED--AND UNAPPRECIATED--
NO ONE CALLS THEM SUPERHEROES, OR MAKES ANY FUSS OVER THEM--!
AND YET, IT'S MEN LIKE THAT--THE THOUSANDS OF UNSUNG COPS ON THE BEAT--WHO KEEP OUR STREETS FROM TURNING INTO JUNGLES--
AND WHO MAKE OUR CITIES SAFE--EVEN FOR THE UNTHINKING COP-HATERS THEMSELVES!

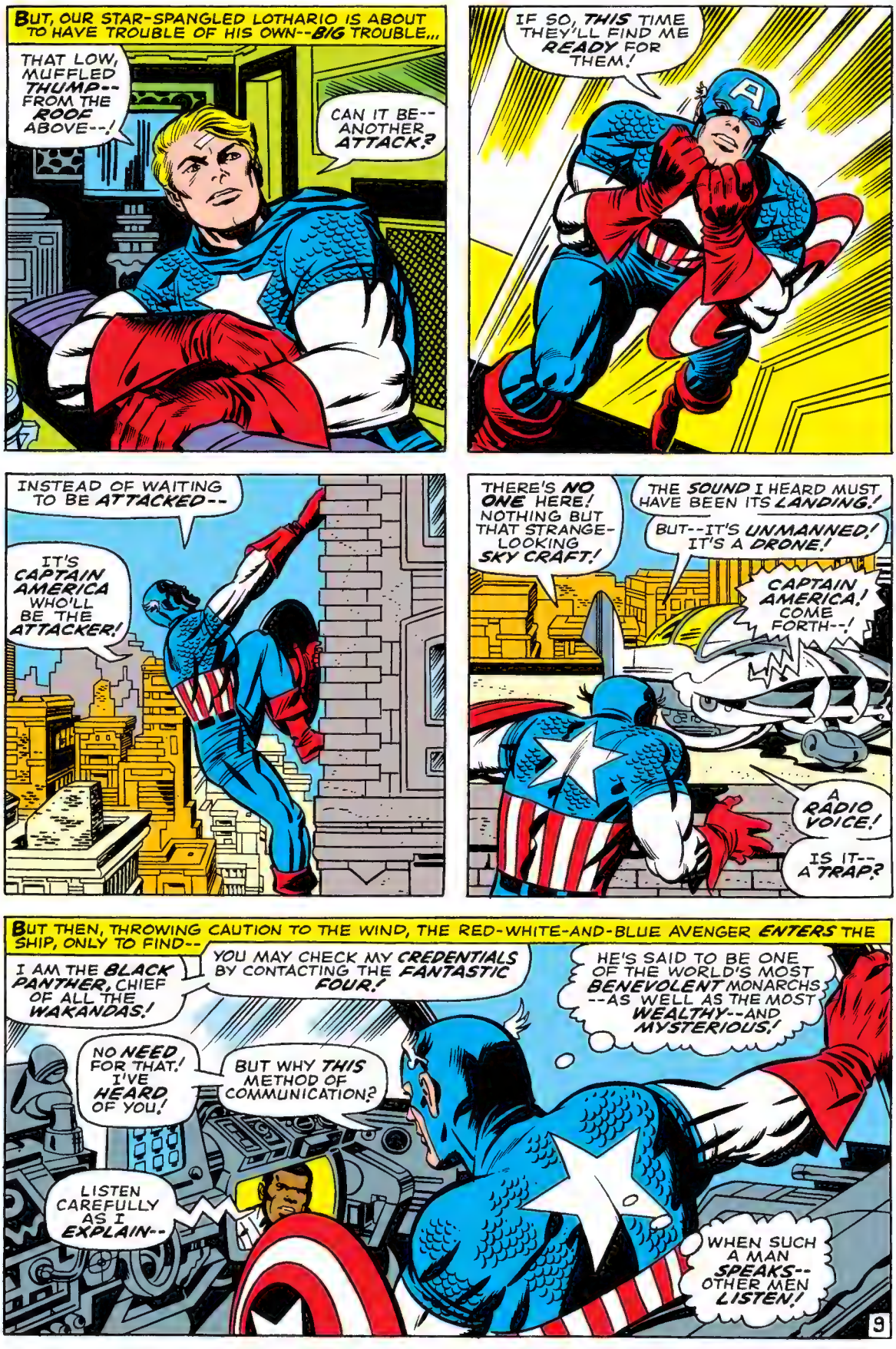

BUT, EVEN THOUGH I KNOW HE WAS RIGHT--I CAN'T RUN FROM THOSE WHO THREATEN ME!
IT'S TOO LATE NOW--TO START BEING CAUTIOUS!

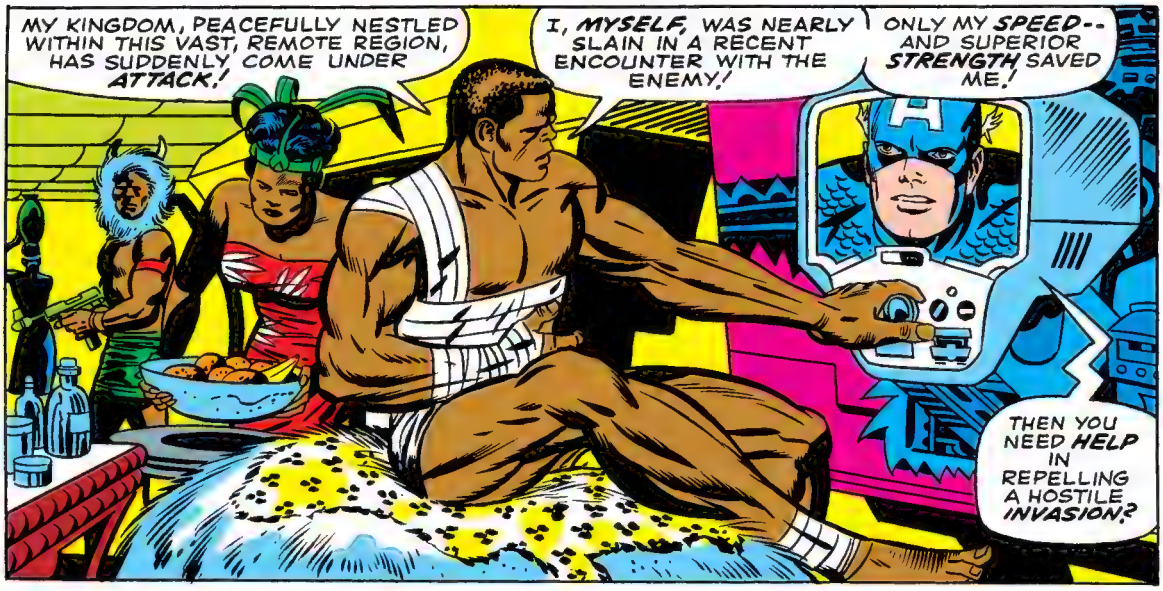

BESIDES, I NEVER KNOW--WHEN SHE MAY NEED ME!
STRANGE--HOW I STILL THINK OF HER--AS SHE!


ALL I KNOW OF HER IS THAT SHE RESEMBLES THE GIRL I ONCE LOVED--AND LOST--SO MANY YEARS AGO!
NICK FURY CALLS HER AGENT 13--BUT TO ME, SHE'S ALL I'VE EVER DREAMED OF--ALL I'VE EVER LONGED FOR--!
YET, I DON'T EVEN KNOW HER NAME--OR WHERE TO FIND HER!


AND, EVEN AS THE MELANCHOLY ADVENTURER THINKS HIS OWN SOMBER THOUGHTS --MANY MILES AWAY WE FIND--
I'D BEST TAKE MY SPECIAL SHIELD ROCKET PISTOL--
ON A MISSION LIKE THIS, ANYTHING MAY HAPPEN!


I CALLED CAPTAIN AMERICA TWICE--AT THE NUMBER HE HAD GIVEN ME--
BUT THERE WAS NO ANSWER!
AND NOW--I'VE RUN OUT OF TIME!
NOW I MUST THINK OF NOTHING--EXCEPT MY MISSION!
ALTHOUGH, IT WOULD HAVE BEEN SO WONDERFUL, IF ONLY--
NO! I CAN'T--I MUSTN'T KEEP WISHING--AND DREAMING LIKE THIS!
IF I MEANT THAT MUCH TO HIM--HE'D HAVE FOUND SOME WAY--TO REACH ME!
BUT NOW--IT'S TOO LATE--FOR ANYTHING!
NOW I MUST FORGET--THAT I'M A WOMAN--IN LOVE!
I MUST SIMPLY BECOME IRMA KRUHL, THE MOST DEADLY FEMALE SPY EVER TO REACH THESE SHORES!
AND, AS FOR THE REAL IRMA--
I'M SURE YOU WON'T HAVE TIME TO GET TOO LONELY, MY DEAR!
COL. FURY AND HIS AGENTS OF SHIELD WILL SOON BE HERE TO ESCORT YOU TO THE FBI!
BUT, DON'T WORRY, MISS KRUHL--I'LL CARRY OUT YOUR LITTLE MISSION--
IN MY OWN SPECIAL WAY!
AND SO, THE VALIANT AGENT 13 SLOWLY DISAPPEARS INTO THE GATHERING DARKNESS ON ONE OF THE MOST PERILOUS ASSIGNMENTS OF ALL...
IF ONLY I COULD TELL HIM--IF ONLY HE COULD KNOW--
WHATEVER MAY HAPPEN--WHATEVER MY FATE--MY LAST THOUGHTS WERE OF--CAPTAIN AMERICA--
--THE ONLY MAN I'VE EVER LOVED!

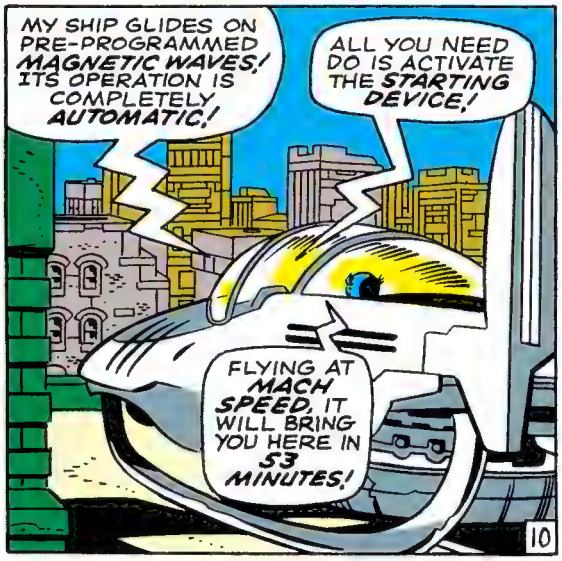

BUT, OUR STAR-SPANGLED LOTHARIO IS ABOUT TO HAVE TROUBLE OF HIS OWN--BIG TROUBLE...
THAT LOW, MUFFLED THUMP-- FROM THE ROOF ABOVE--!
CAN IT BE-- ANOTHER ATTACK?
IF SO, THIS TIME THEY'LL FIND ME READY FOR THEM!
INSTEAD OF WAITING TO BE ATTACKED--
IT'S CAPTAIN AMERICA WHO'LL BE THE ATTACKER!
THERE'S NO ONE HERE! NOTHING BUT THAT STRANGE-LOOKING SKY CRAFT!
THE SOUND I HEARD MUST HAVE BEEN ITS LANDING!
BUT--IT'S UNMANNED! IT'S A DRONE!
CAPTAIN AMERICA! COME FORTH--!
A RADIO VOICE!
IS IT-- A TRAP?
BUT THEN, THROWING CAUTION TO THE WIND, THE RED-WHITE-AND-BLUE AVENGER ENTERS THE SHIP, ONLY TO FIND--
I AM THE BLACK PANTHER, CHIEF OF ALL THE WAKANDAS!
YOU MAY CHECK MY CREDENTIALS BY CONTACTING THE FANTASTIC FOUR!
HE'S SAID TO BE ONE OF THE WORLD'S MOST BENEVOLENT MONARCHS --AS WELL AS THE MOST WEALTHY--AND MYSTERIOUS!
NO NEED FOR THAT! I'VE HEARD OF YOU!
BUT WHY THIS METHOD OF COMMUNICATION?
LISTEN CAREFULLY AS I EXPLAIN--
WHEN SUCH A MAN SPEAKS-- OTHER MEN LISTEN!

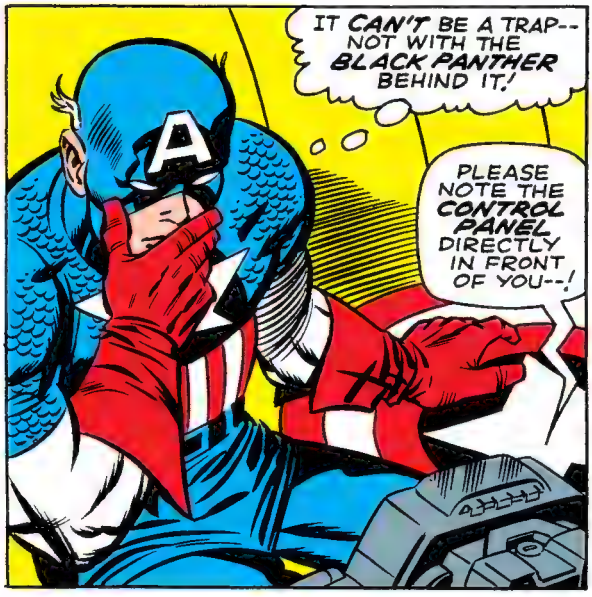

MY KINGDOM, PEACEFULLY NESTLED WITHIN THIS VAST, REMOTE REGION, HAS SUDDENLY COME UNDER ATTACK!
I, MYSELF, WAS NEARLY SLAIN IN A RECENT ENCOUNTER WITH THE ENEMY!
ONLY MY SPEED-- AND SUPERIOR STRENGTH SAVED ME!
THEN YOU NEED HELP IN REPELLING A HOSTILE INVASION?

NO! IT IS NO ORDINARY INVASION WE FACE!
I HAVE POWER ENOUGH--WEAPONS ENOUGH--TO REPEL ANY HOSTILE FORCE!
IN THAT CASE, WHY THIS CALL?

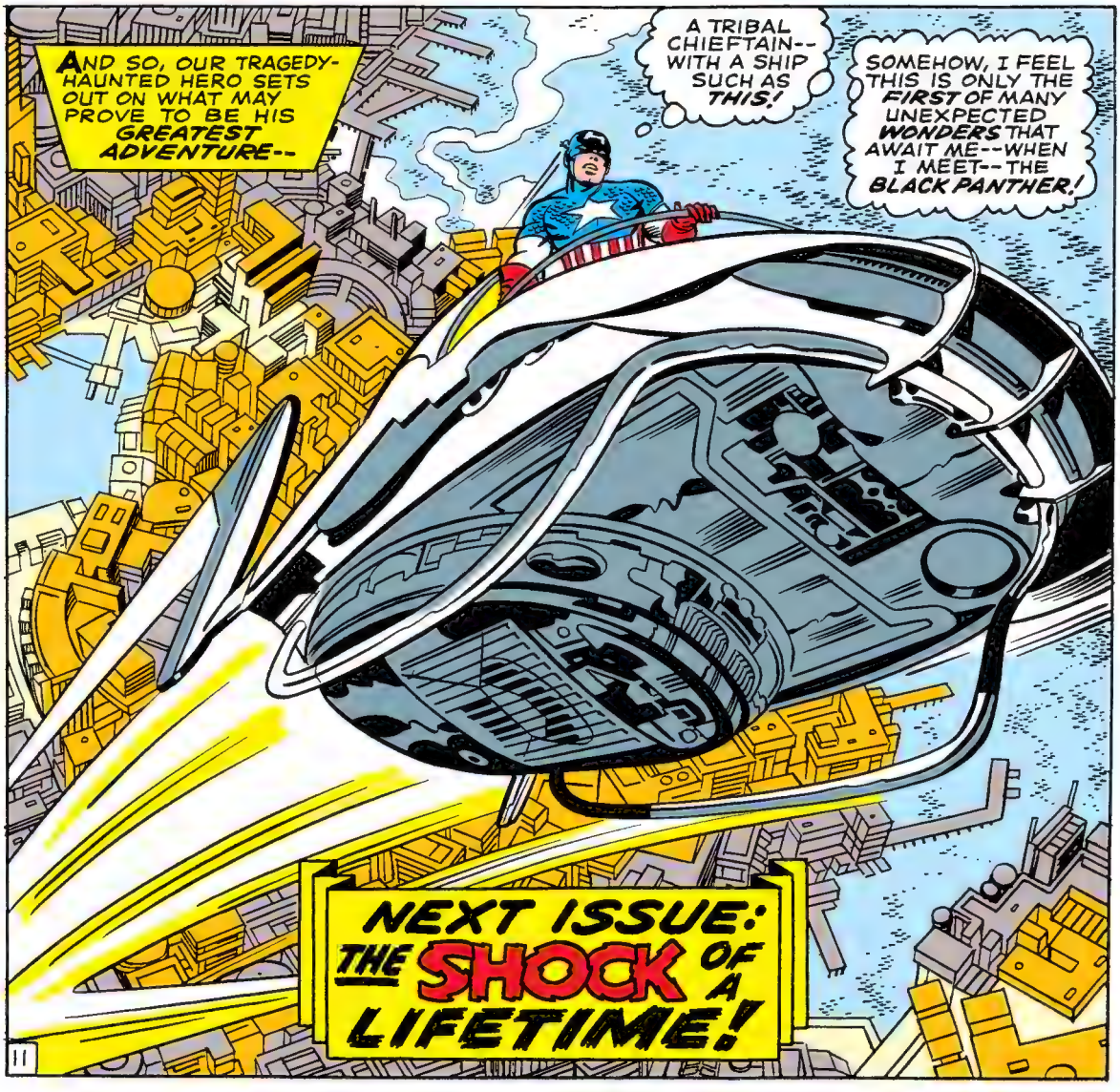
BECAUSE, IN SOME STRANGE WAY--THIS DANGER IS CONNECTED WITH--YOU!
YOUR GARB OF BATTLE, MY CHIEF!
THE ENEMY ATTACKS ANEW!
THERE IS NO MORE TIME TO EXPLAIN! YOU MUST COME AT ONCE!

WHATEVER DREAD SECRET IS LOCKED BEHIND THIS DEADLY INVASION-- ONLY YOU HOLD THE KEY!
YOU HAVE MY WORD AS A CHIEFTAIN--
SAY NO MORE!
JUST TELL ME HOW TO REACH YOU!


MY SHIP GLIDES ON PRE-PROGRAMMED MAGNETIC WAVES! ITS OPERATION IS COMPLETELY AUTOMATIC!
ALL YOU NEED DO IS ACTIVATE THE STARTING DEVICE!
FLYING AT MACH SPEED, IT WILL BRING YOU HERE IN 53 MINUTES!

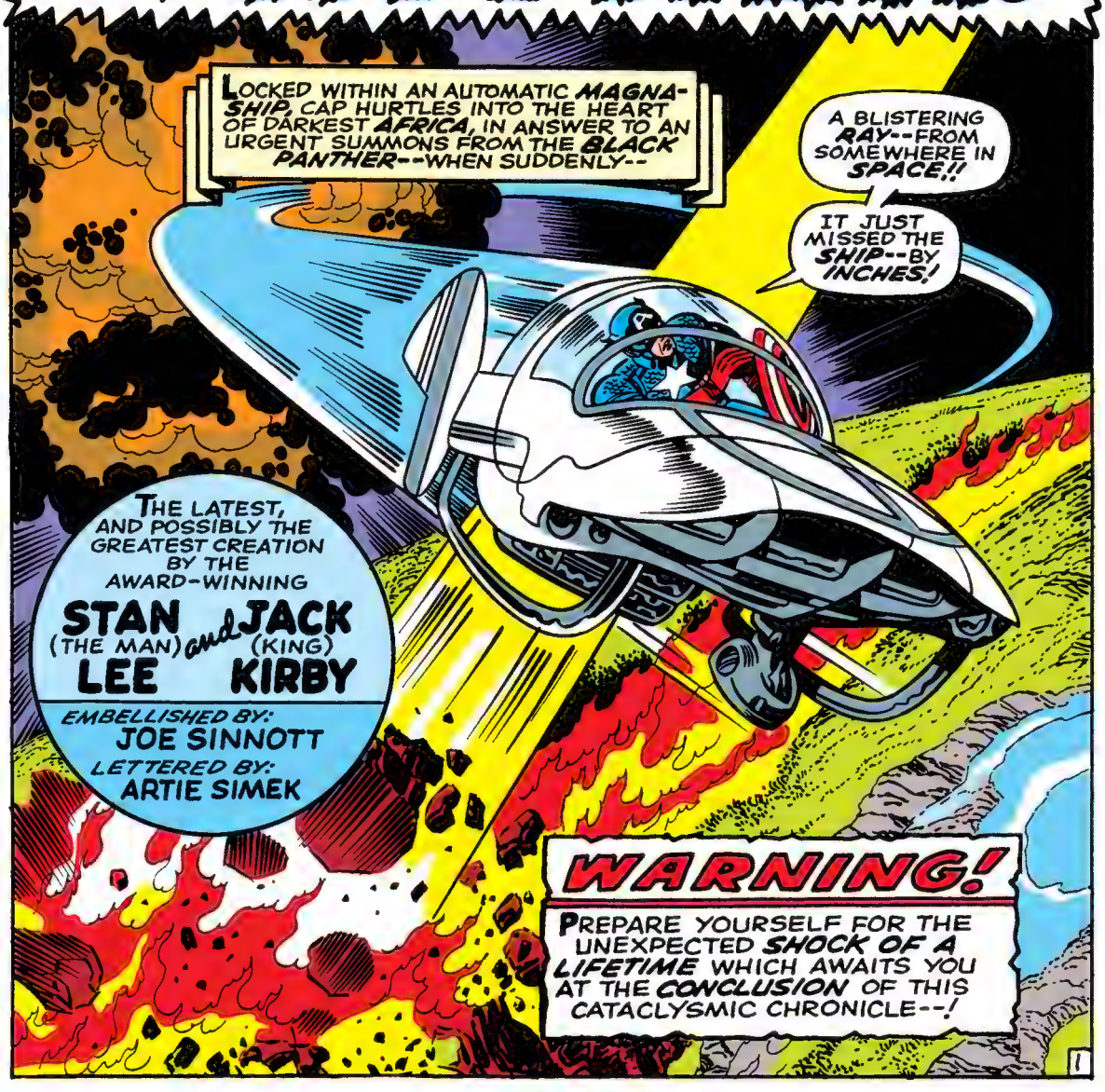

IT CAN'T BE A TRAP--NOT WITH THE BLACK PANTHER BEHIND IT!
PLEASE NOTE THE CONTROL PANEL DIRECTLY IN FRONT OF YOU--!

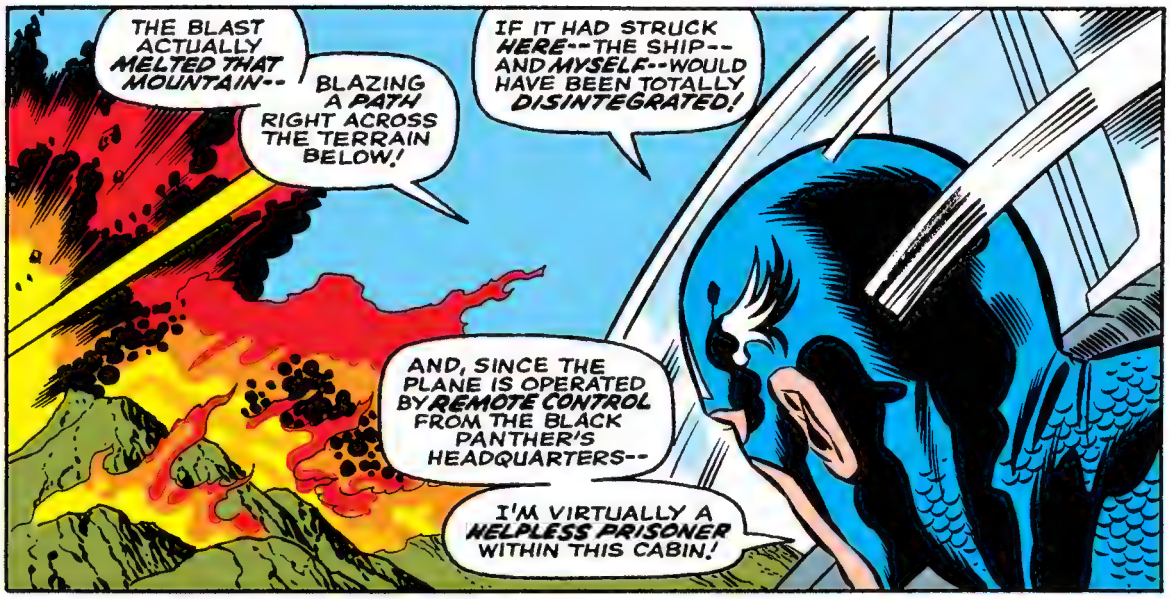
ONCE YOU PRESS THE LETTER S, FOR SOAR, ALL OTHER OPERATIONS WILL BE COMPLETELY AUTOMATIC!
HOW CAN I BE CONNECTED WITH THE INVASION OF A JUNGLE KINGDOM?
WELL, THIS IS WHERE I LEARN THE ANSWER--!
KLIK!
G
W
B
R
L

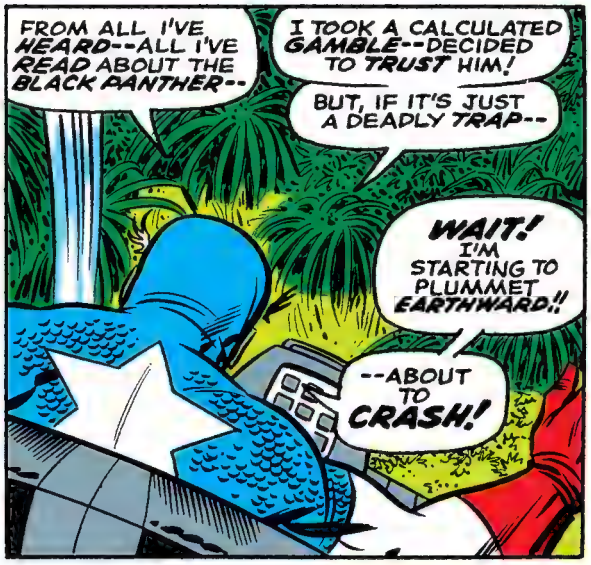

AND SO, OUR TRAGEDY-HAUNTED HERO SETS OUT ON WHAT MAY PROVE TO BE HIS GREATEST ADVENTURE--
A TRIBAL CHIEFTAIN--WITH A SHIP SUCH AS THIS!
SOMEHOW, I FEEL THIS IS ONLY THE FIRST OF MANY UNEXPECTED WONDERS THAT AWAIT ME--WHEN I MEET--THE BLACK PANTHER!
NEXT ISSUE: THE SHOCK OF A LIFETIME!

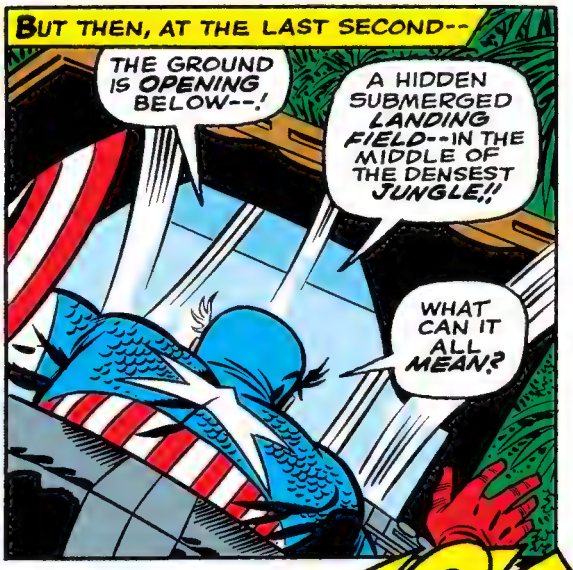
TALES OF SUSPENSE
CAPTAIN AMERICA
AND
IRON MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
98 FEB
MCG
CAP VS. . . . THE PANTHER

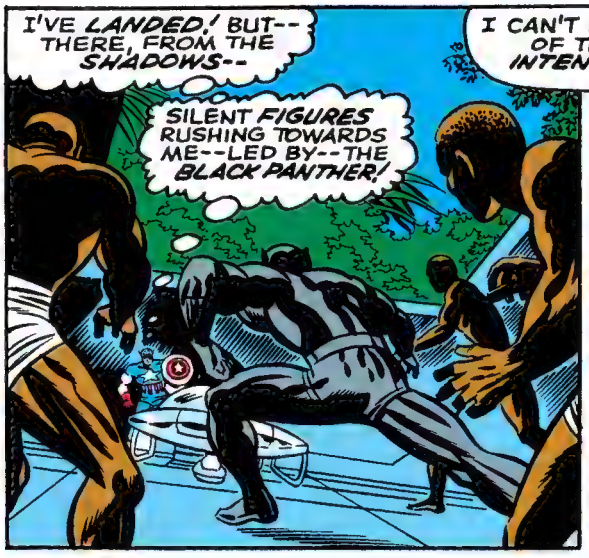
"THE CLAWS OF THE PANTHER!"

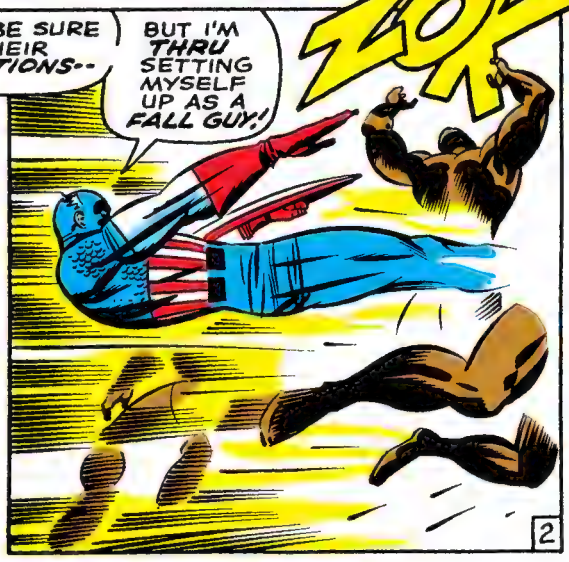

LOCKED WITHIN AN AUTOMATIC MAGNA-SHIP, CAP HURTLES INTO THE HEART OF DARKEST AFRICA, IN ANSWER TO AN URGENT SUMMONS FROM THE BLACK PANTHER--WHEN SUDDENLY--
A BLISTERING RAY--FROM SOMEWHERE IN SPACE!!
IT JUST MISSED THE SHIP--BY INCHES!
THE LATEST, AND POSSIBLY THE GREATEST CREATION BY THE AWARD-WINNING
STAN (THE MAN) LEE and JACK (KING) KIRBY
EMBELLISHED BY: JOE SINNOTT
LETTERED BY: ARTIE SIMEK
WARNING!
PREPARE YOURSELF FOR THE UNEXPECTED SHOCK OF A LIFETIME WHICH AWAITS YOU AT THE CONCLUSION OF THIS CATACLYSMIC CHRONICLE--!


THE BLAST ACTUALLY MELTED THAT MOUNTAIN--
BLAZING A PATH RIGHT ACROSS THE TERRAIN BELOW!
IF IT HAD STRUCK HERE--THE SHIP--AND MYSELF--WOULD HAVE BEEN TOTALLY DISINTEGRATED!
AND, SINCE THE PLANE IS OPERATED BY REMOTE CONTROL FROM THE BLACK PANTHER'S HEADQUARTERS--
I'M VIRTUALLY A HELPLESS PRISONER WITHIN THIS CABIN!

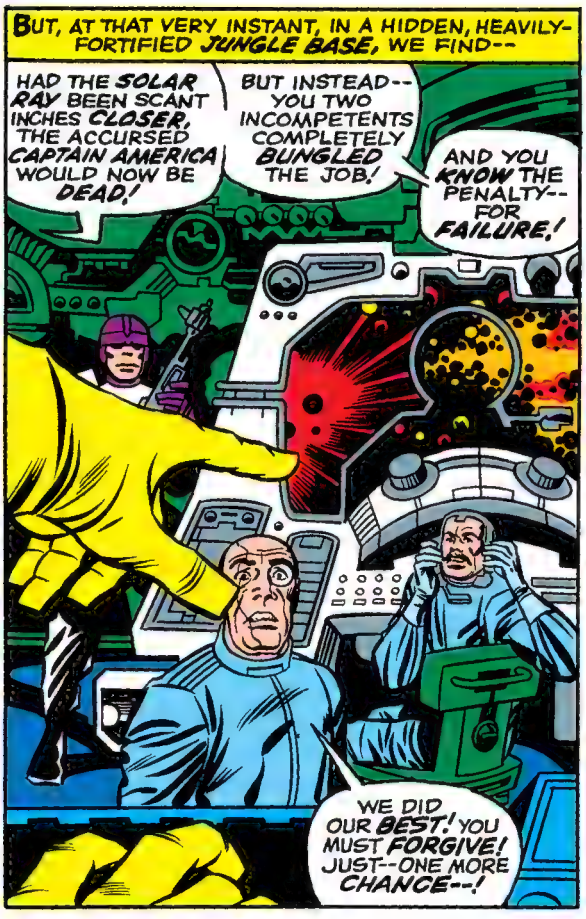

FROM ALL I'VE HEARD--ALL I'VE READ ABOUT THE BLACK PANTHER--
I TOOK A CALCULATED GAMBLE--DECIDED TO TRUST HIM!
BUT, IF IT'S JUST A DEADLY TRAP--
WAIT! I'M STARTING TO PLUMMET EARTHWARD!!
--ABOUT TO CRASH!


BUT THEN, AT THE LAST SECOND--
THE GROUND IS OPENING BELOW--!
A HIDDEN SUBMERGED LANDING FIELD--IN THE MIDDLE OF THE DENSEST JUNGLE!!
WHAT CAN IT ALL MEAN?


I'VE LANDED! BUT--THERE, FROM THE SHADOWS--
SILENT FIGURES RUSHING TOWARDS ME--LED BY--THE BLACK PANTHER!


I CAN'T BE SURE OF THEIR INTENTIONS--
BUT I'M THRU SETTING MYSELF UP AS A FALL GUY!
ZOK

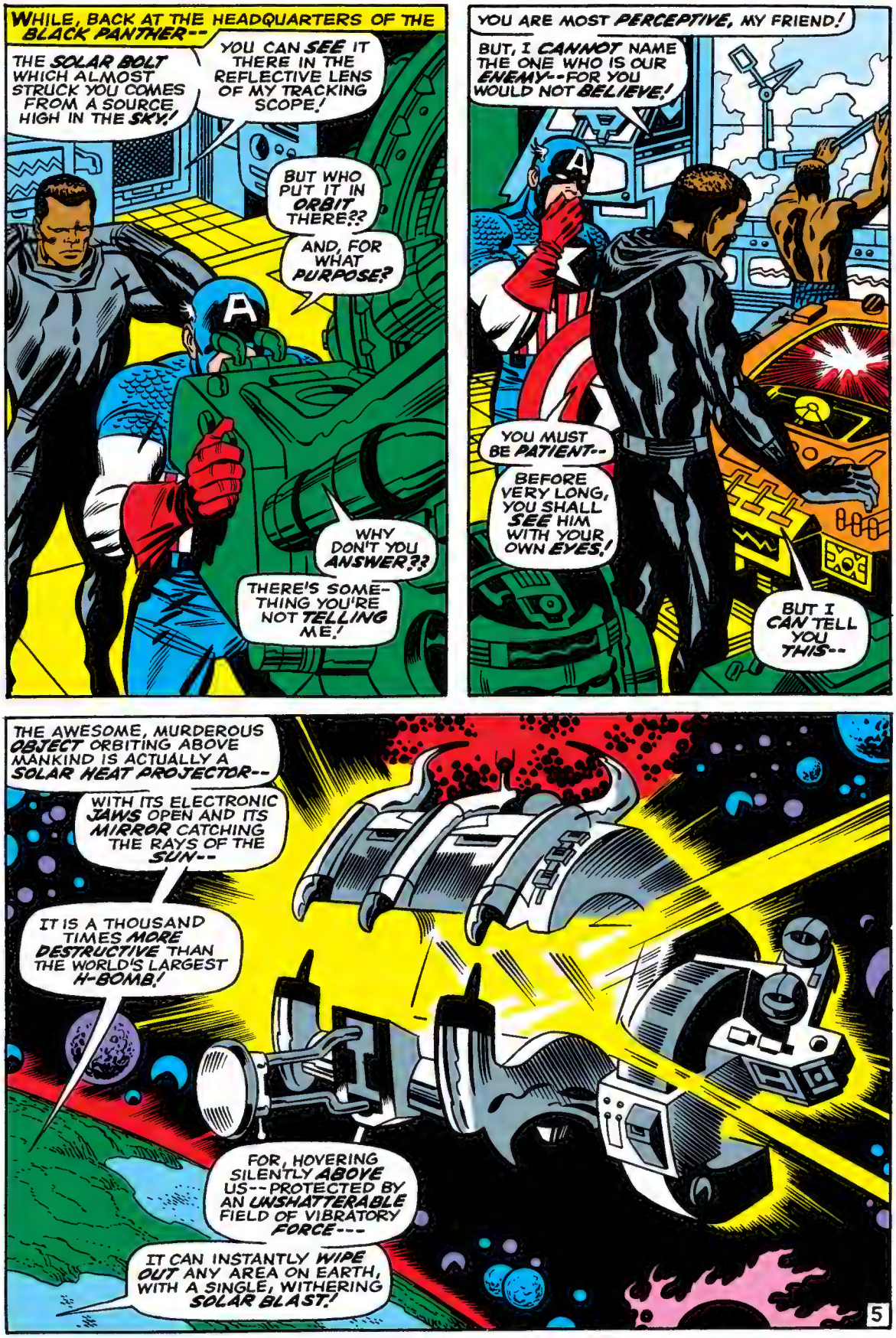
I TOOK OUT THE FIRST WAVE--
BUT NOW-- THE PANTHER HIMSELF IS ATTACKING!
OKAY--IF THAT'S HOW HE WANTS IT--!
ONE BLOW OUGHT TO--
-WHA--!??-
HE'S FASTER THAN THE BEAST HE'S NAMED FOR!
STAND ASIDE, PANTHER! WE WILL SUBDUE HIM!
NO! VALOR SUCH AS HIS DESERVES BETTER THAN THAT!
WHATEVER HIS PURPOSE, HE'S FIGHTING LIKE A MAN!
ENOUGH, CAPTAIN AMERICA!
YOU HAVE PASSED YOUR TEST--LIKE A MASTER!
TEST? --WHAT TEST?!
I HAD TO BE CERTAIN YOU WERE NOT AN IMPOSTOR!
WAS IT YOU WHO FIRED THAT RAY AT THE SHIP??
NO! THAT IS THE DANGER THAT FACES US ALL!
THE TIME HAS COME TO EXPLAIN--!
3


BUT, AT THAT VERY INSTANT, IN A HIDDEN, HEAVILY-FORTIFIED JUNGLE BASE, WE FIND--
HAD THE SOLAR RAY BEEN SCANT INCHES CLOSER, THE ACCURSED CAPTAIN AMERICA WOULD NOW BE DEAD!
BUT INSTEAD--YOU TWO INCOMPETENTS COMPLETELY BUNGLED THE JOB!
AND YOU KNOW THE PENALTY--FOR FAILURE!
WE DID OUR BEST! YOU MUST FORGIVE! JUST--ONE MORE CHANCE--!

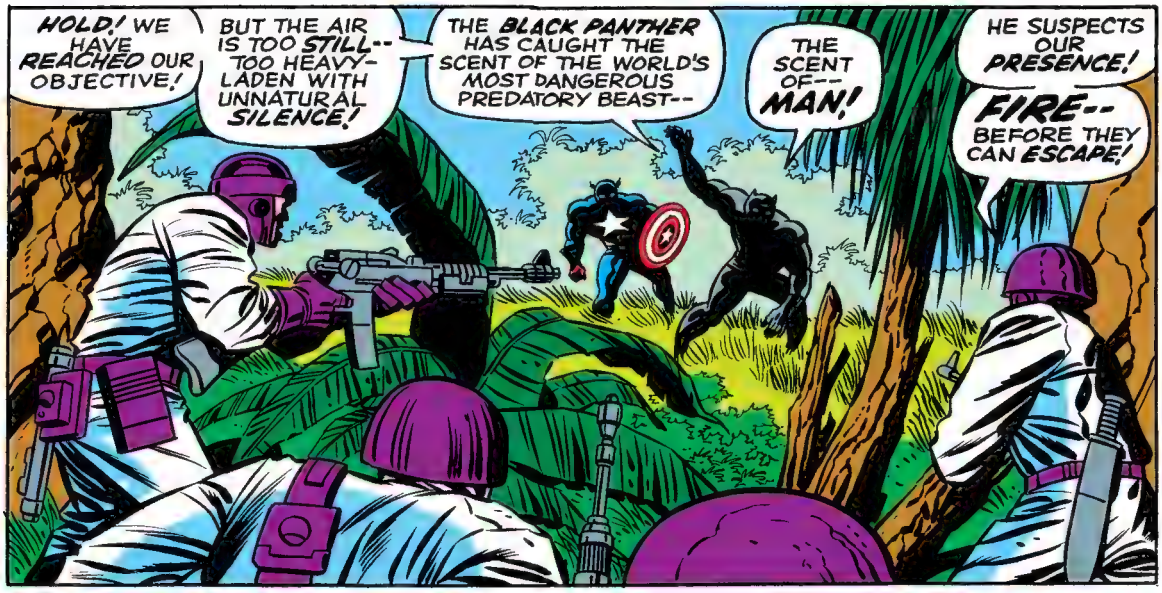
WHAT.?? YOU DARE PLEAD FOR MERCY--FROM ME.??!
NO, EXCELLENCY! WE ARE AWARE HOW TOTALLY MERCILESS YOU ARE!
BUT THINK--THINK HOW LONG IT WOULD TAKE YOU TO TEACH OTHERS TO OPERATE THE DEADLY SOLAR-RAY BEAM!
WE--WILL NOT--FAIL--AGAIN!!
YOU MUST ALLOW US TO USE PLAN RED--!

VERY WELL! BUT BOTH YOUR LIVES WILL BE FORFEIT IF CAPTAIN AMERICA AND THE BLACK PANTHER ARE NOT SLAIN IN ONE SINGLE STROKE!
THERE MAY STILL BE TIME!
QUICK--CONTACT OUR AGENTS ON THE OUTSIDE--HURRY, MAN!
CALLING TASK FORCE B! ACTIVATE PLAN RED!

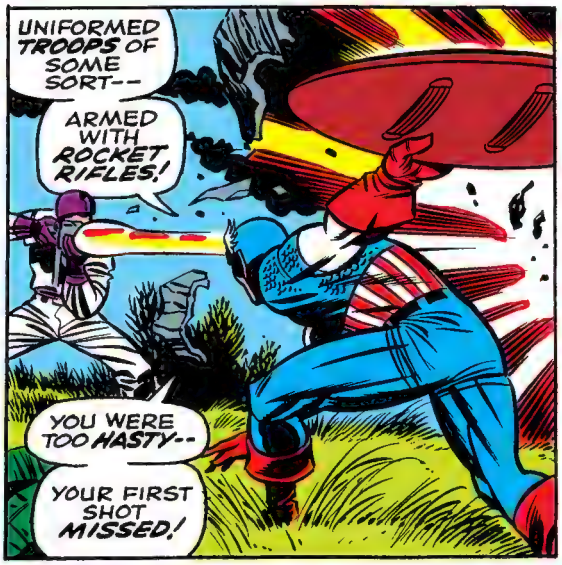
AND, DEEP WITHIN THE SPRAWLING VASTNESS OF THE JUNGLE PRIMEVAL--
TASK FORCE B ACKNOWLEDGES ORDER--WILL EXECUTE AT ONCE!
ALL UNITS AT BATTLE READY!
ALL WEAPONS OPERATIONAL!
OVER AND OUT!
BEFORE THIS DAY IS ENDED, CAPTAIN AMERICA AND THE BLACK PANTHER WILL FALL!

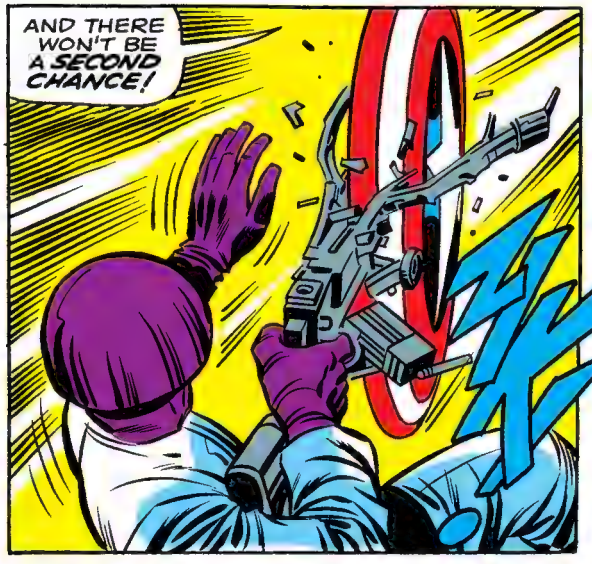

WHILE, BACK AT THE HEADQUARTERS OF THE BLACK PANTHER--
THE SOLAR BOLT WHICH ALMOST STRUCK YOU COMES FROM A SOURCE HIGH IN THE SKY!
YOU CAN SEE IT THERE IN THE REFLECTIVE LENS OF MY TRACKING SCOPE!
BUT WHO PUT IT IN ORBIT THERE??
AND, FOR WHAT PURPOSE?
WHY DON'T YOU ANSWER??
THERE'S SOMETHING YOU'RE NOT TELLING ME!
YOU ARE MOST PERCEPTIVE, MY FRIEND!
BUT, I CANNOT NAME THE ONE WHO IS OUR ENEMY--FOR YOU WOULD NOT BELIEVE!
YOU MUST BE PATIENT--
BEFORE VERY LONG, YOU SHALL SEE HIM WITH YOUR OWN EYES!
BUT I CAN TELL YOU THIS--
THE AWESOME, MURDEROUS OBJECT ORBITING ABOVE MANKIND IS ACTUALLY A SOLAR HEAT PROJECTOR--
WITH ITS ELECTRONIC JAWS OPEN AND ITS MIRROR CATCHING THE RAYS OF THE SUN--
IT IS A THOUSAND TIMES MORE DESTRUCTIVE THAN THE WORLD'S LARGEST H-BOMB!
FOR, HOVERING SILENTLY ABOVE US--PROTECTED BY AN UNSHATTERABLE FIELD OF VIBRATORY FORCE---
IT CAN INSTANTLY WIPE OUT ANY AREA ON EARTH, WITH A SINGLE, WITHERING SOLAR BLAST!
5

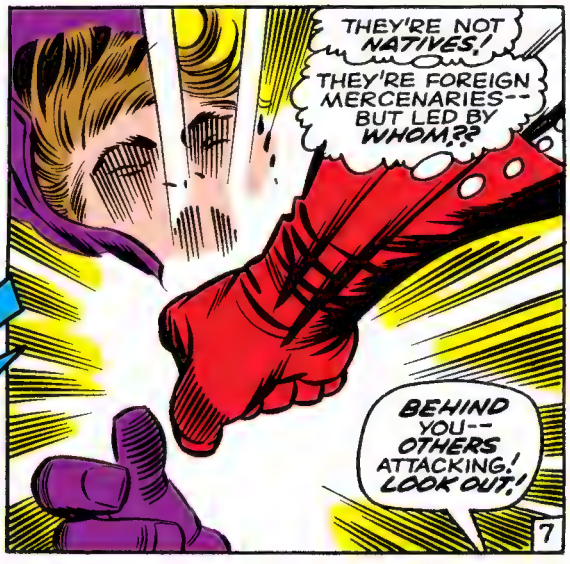
NO CITY--NO NATION--NOT ONE SINGLE HUMAN BEING IS SAFE SO LONG AS THAT FLOATING ABOMINATION REMAINS ABOVE US!
UNTIL NOW, OUR UNSEEN FOES HAVE MERELY BEEN TESTING IT!
BUT I FEAR IT IS, AT LAST, READY TO STRIKE!
WE NEED SPACE SHIPS --ROCKETS!!
HAVE YOU ALERTED SHIELD??
NO! IT WOULD BE IN VAIN!
THERE IS NO WAY TO DESTROY IT BY DIRECT ATTACK!
ITS PROTECTIVE FIELD IS FAR TOO STRONG!
YOU SEE, I POSSESS ROCKETS--AND I HAVE TRIED!
THEN--WHAT'S THE ALTERNATIVE??
STEALTH--SPEED--AND CUNNING!
THE TWO OF US--STRIKING UNEXPECTEDLY AT ITS CONTROL COMPLEX HERE ON EARTH CAN RENDER IT TOTALLY USELESS!
MY MEN HAVE JUST LOCATED A SMALL FORCE OF THEIR AGENTS!
IF WE CAN MANAGE TO CAPTURE ONE OF THEM--!
I GET THE PICTURE!
LET'S GO!
I WILL TAKE THE LEAD--FOR I KNOW EVERY FOOT OF THIS TERRAIN EVEN AS YOU KNOW YOUR OWN HOME!
MY OWN HOME! HOW MANY YEARS HAS IT BEEN--SINCE I'VE HAD A HOME!
AND, HOW MANY YEARS WILL IT BE-- BEFORE I CAN CALL ANY PLACE "HOME"--
--BEFORE I TOO CAN FIND A LIFE--AND A LOVE--OF MY OWN?
EVEN NOW--THE ONE GIRL I CAN'T FORGET--IS ON SOME UNKNOWN MISSION--HALF A WORLD AWAY--!
BUT I MUSTN'T THINK OF THAT--
NOT WHILE THE SOLAR RAY MENACES ALL MANKIND!
6


HOLD! WE HAVE REACHED OUR OBJECTIVE!
BUT THE AIR IS TOO STILL-- TOO HEAVY-LADEN WITH UNNATURAL SILENCE!
THE BLACK PANTHER HAS CAUGHT THE SCENT OF THE WORLD'S MOST DANGEROUS PREDATORY BEAST--
THE SCENT OF-- MAN!
HE SUSPECTS OUR PRESENCE!
FIRE-- BEFORE THEY CAN ESCAPE!

YOU WERE RIGHT!
MOVE IT!
TAKE COVER!
FLAT


UNIFORMED TROOPS OF SOME SORT--
ARMED WITH ROCKET RIFLES!
YOU WERE TOO HASTY--
YOUR FIRST SHOT MISSED!


AND THERE WON'T BE A SECOND CHANCE!
ZZK

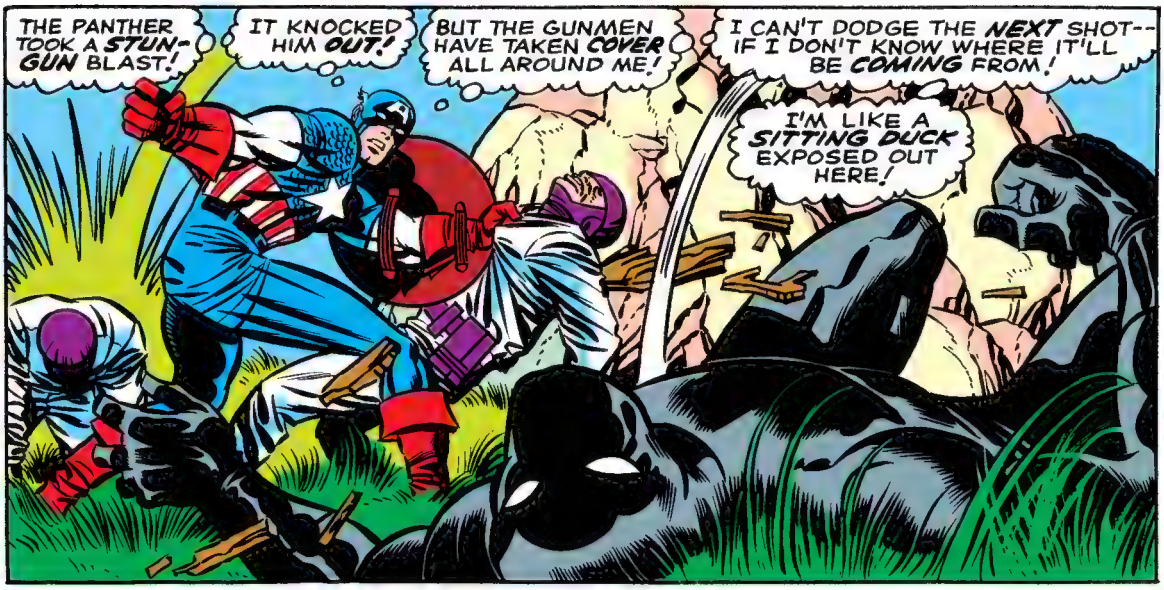

THEY'RE NOT NATIVES!
THEY'RE FOREIGN MERCENARIES-- BUT LED BY WHOM??
BEHIND YOU-- OTHERS ATTACKING! LOOK OUT!

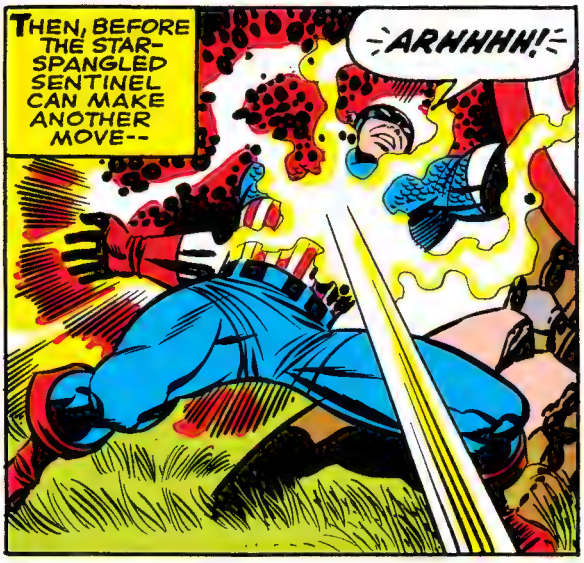
THANKS, PANTHER!
I READ YOU LOUD AND CLEAR!
HOW ARE YOU DOING, PARTNER?

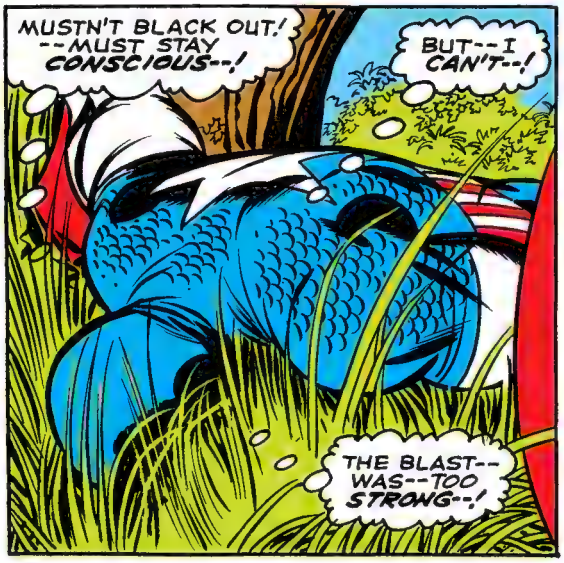
I'M MANAGING TO KEEP OCCUPIED!
BUT WE MUST TAKE A PRISONER!
SOMEONE WE CAN INTERROGATE!

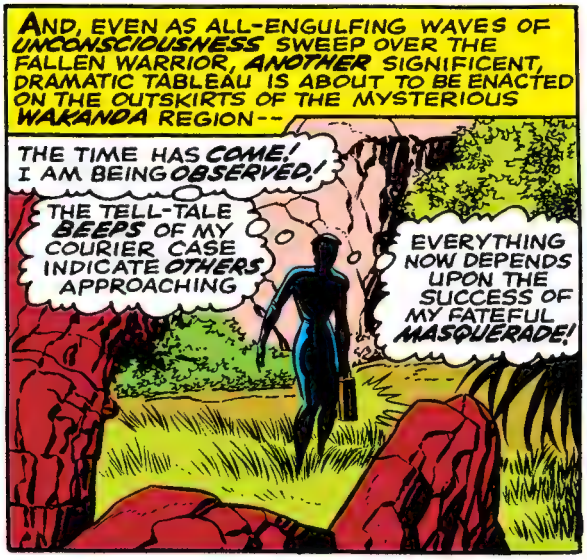
THEY ARE TOO POWERFUL! IF THE BATTLE CONTINUES--WE WILL BE SMASHED!
AT THIS RANGE, I CANNOT MISS--!
PUT THEM OUT OF ACTION WITH A LOW VOLTAGE STUN-BOLT SHOT!
CLICK!

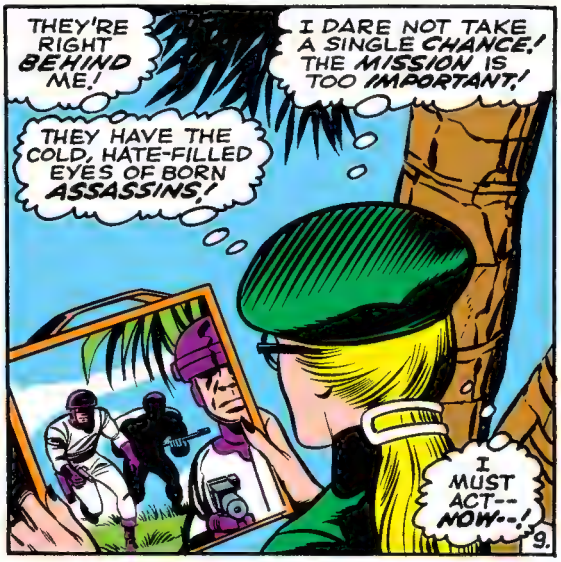
SKOOP!
UHHH!

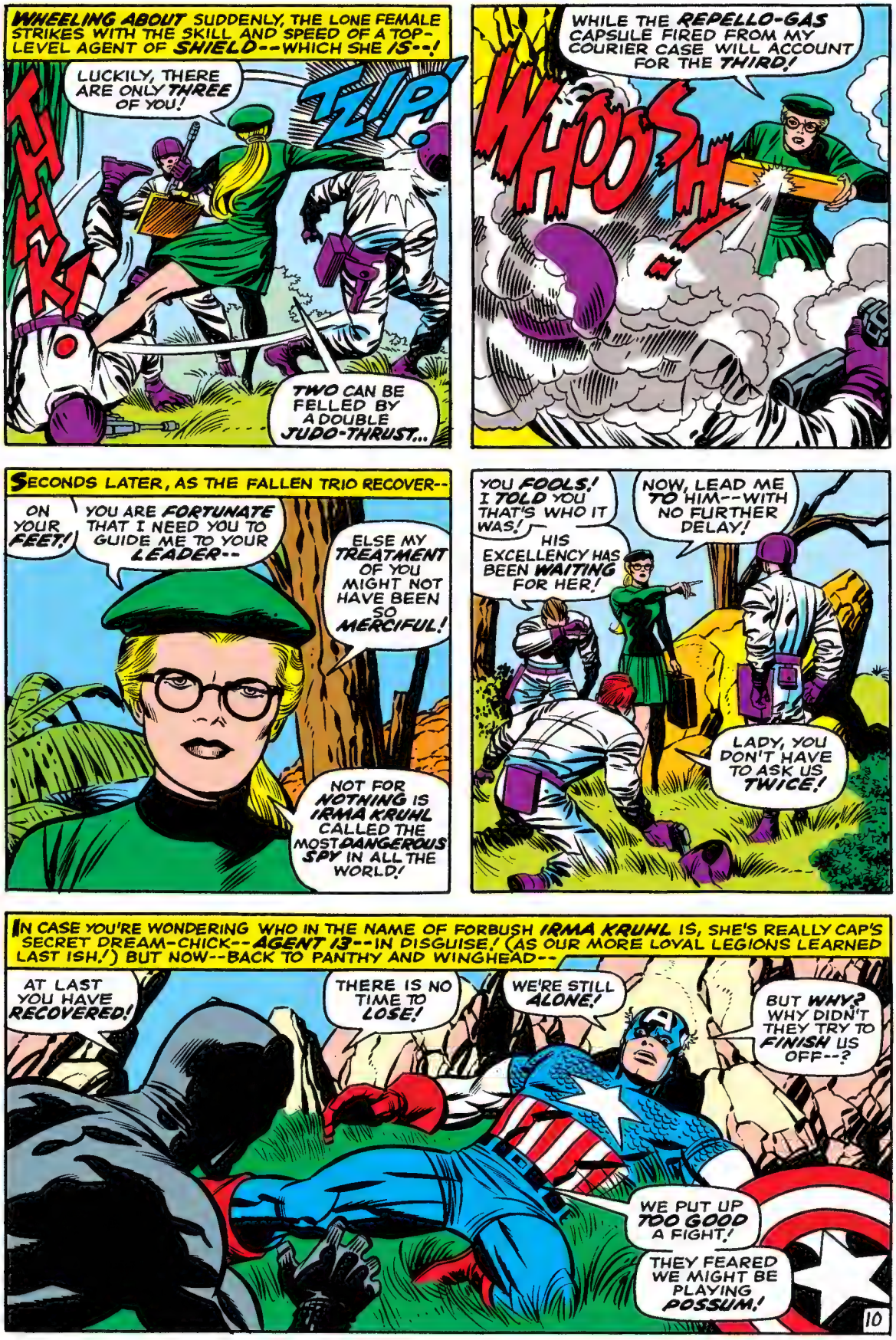

THE PANTHER TOOK A STUN-GUN BLAST!
IT KNOCKED HIM OUT!
BUT THE GUNMEN HAVE TAKEN COVER ALL AROUND ME!
I CAN'T DODGE THE NEXT SHOT--IF I DON'T KNOW WHERE IT'LL BE COMING FROM!
I'M LIKE A SITTING DUCK EXPOSED OUT HERE!

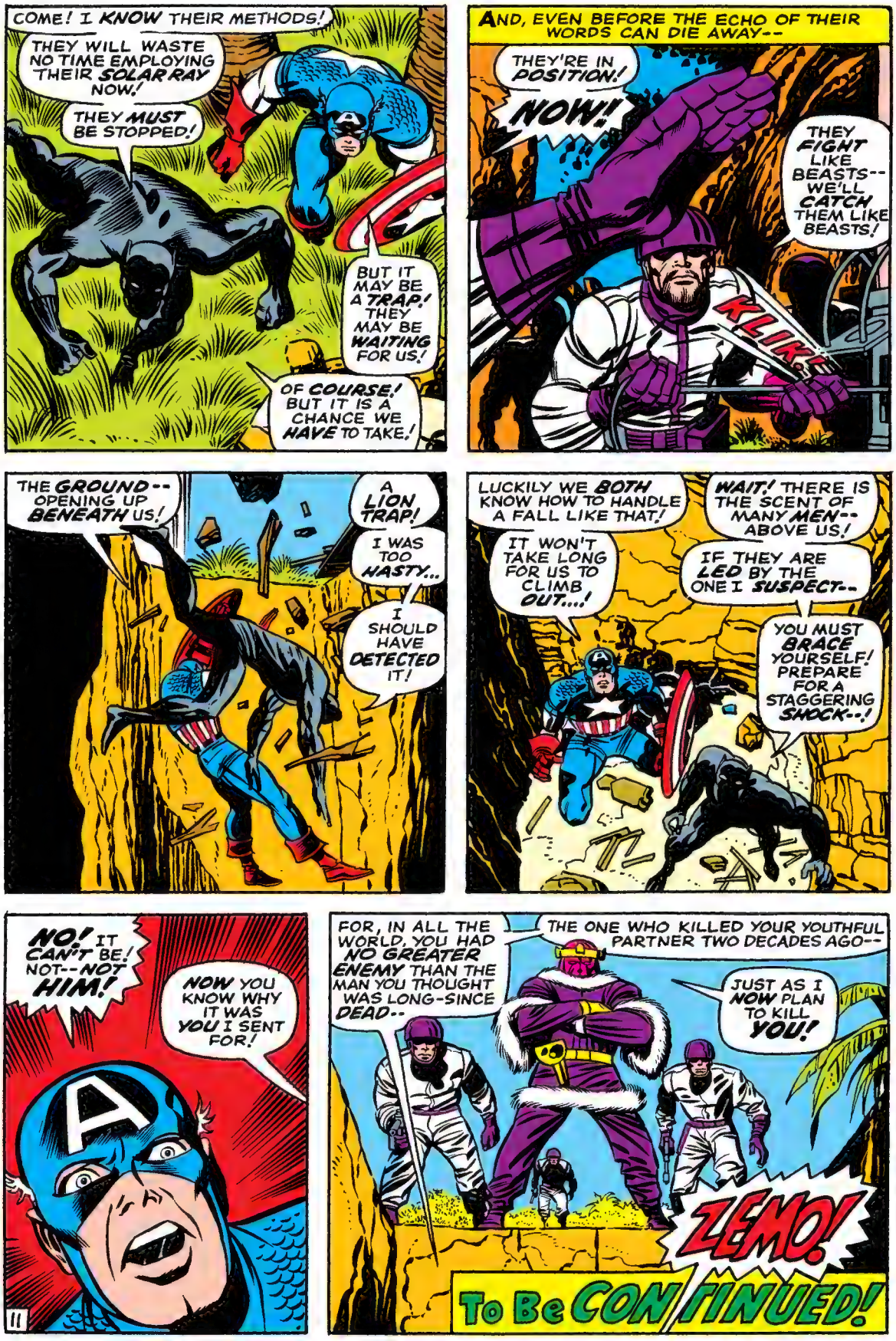

THEN, BEFORE THE STAR-SPANGLED SENTINEL CAN MAKE ANOTHER MOVE--
-:ARHHHH!:-


MUSTN'T BLACK OUT! --MUST STAY CONSCIOUS--!
BUT--I CAN'T--!
THE BLAST--WAS--TOO STRONG--!


AND, EVEN AS ALL-ENGULFING WAVES OF UNCONSCIOUSNESS SWEEP OVER THE FALLEN WARRIOR, ANOTHER SIGNIFICENT, DRAMATIC TABLEAU IS ABOUT TO BE ENACTED ON THE OUTSKIRTS OF THE MYSTERIOUS WAKANDA REGION--
THE TIME HAS COME! I AM BEING OBSERVED!
THE TELL-TALE BEEPS OF MY COURIER CASE INDICATE OTHERS APPROACHING
EVERYTHING NOW DEPENDS UPON THE SUCCESS OF MY FATEFUL MASQUERADE!


THEY'RE RIGHT BEHIND ME!
I DARE NOT TAKE A SINGLE CHANCE! THE MISSION IS TOO IMPORTANT!
THEY HAVE THE COLD, HATE-FILLED EYES OF BORN ASSASSINS!
I MUST ACT--NOW--!


WHEELING ABOUT SUDDENLY, THE LONE FEMALE STRIKES WITH THE SKILL AND SPEED OF A TOP-LEVEL AGENT OF SHIELD--WHICH SHE IS--!
LUCKILY, THERE ARE ONLY THREE OF YOU!
THHK!
ZIP!
TWO CAN BE FELLED BY A DOUBLE JUDO-THRUST...
WHILE THE REPELLO-GAS CAPSULE FIRED FROM MY COURIER CASE WILL ACCOUNT FOR THE THIRD!
WHOOSH!
SECONDS LATER, AS THE FALLEN TRIO RECOVER--
ON YOUR FEET!
YOU ARE FORTUNATE THAT I NEED YOU TO GUIDE ME TO YOUR LEADER--
ELSE MY TREATMENT OF YOU MIGHT NOT HAVE BEEN SO MERCIFUL!
NOT FOR NOTHING IS IRMA KRUHL CALLED THE MOST DANGEROUS SPY IN ALL THE WORLD!
YOU FOOLS! I TOLD YOU THAT'S WHO IT WAS!
HIS EXCELLENCY HAS BEEN WAITING FOR HER!
NOW, LEAD ME TO HIM--WITH NO FURTHER DELAY!
LADY, YOU DON'T HAVE TO ASK US TWICE!
IN CASE YOU'RE WONDERING WHO IN THE NAME OF FORBUSH IRMA KRUHL IS, SHE'S REALLY CAP'S SECRET DREAM-CHICK--AGENT 13--IN DISGUISE! (AS OUR MORE LOYAL LEGIONS LEARNED LAST ISH.!) BUT NOW--BACK TO PANTHY AND WINGHEAD--
AT LAST YOU HAVE RECOVERED!
THERE IS NO TIME TO LOSE!
WE'RE STILL ALONE!
BUT WHY? WHY DIDN'T THEY TRY TO FINISH US OFF--?
WE PUT UP TOO GOOD A FIGHT!
THEY FEARED WE MIGHT BE PLAYING POSSUM!
10


COME! I KNOW THEIR METHODS!
THEY WILL WASTE NO TIME EMPLOYING THEIR SOLAR RAY NOW!
THEY MUST BE STOPPED!
BUT IT MAY BE A TRAP! THEY MAY BE WAITING FOR US!
OF COURSE! BUT IT IS A CHANCE WE HAVE TO TAKE!
AND, EVEN BEFORE THE ECHO OF THEIR WORDS CAN DIE AWAY--
THEY'RE IN POSITION!
NOW!
THEY FIGHT LIKE BEASTS-- WE'LL CATCH THEM LIKE BEASTS!
KLIK!
THE GROUND-- OPENING UP BENEATH US!
A LION TRAP!
I WAS TOO HASTY...
I SHOULD HAVE DETECTED IT!
LUCKILY WE BOTH KNOW HOW TO HANDLE A FALL LIKE THAT!
WAIT! THERE IS THE SCENT OF MANY MEN-- ABOVE US!
IT WON'T TAKE LONG FOR US TO CLIMB OUT...!
IF THEY ARE LED BY THE ONE I SUSPECT--
YOU MUST BRACE YOURSELF! PREPARE FOR A STAGGERING SHOCK--!
NO! IT CAN'T BE! NOT--NOT HIM!
NOW YOU KNOW WHY IT WAS YOU I SENT FOR!
FOR, IN ALL THE WORLD, YOU HAD NO GREATER ENEMY THAN THE MAN YOU THOUGHT WAS LONG-SINCE DEAD--
THE ONE WHO KILLED YOUR YOUTHFUL PARTNER TWO DECADES AGO--
JUST AS I NOW PLAN TO KILL YOU!
ZEMO!
To Be CONTINUED!
11

TALES OF SUSPENSE
APPROVED BY THE COMICS CODE AUTHORITY
IRON MAN
and
CAPTAIN AMERICA
MARVEL COMICS GROUP
12¢ IND.
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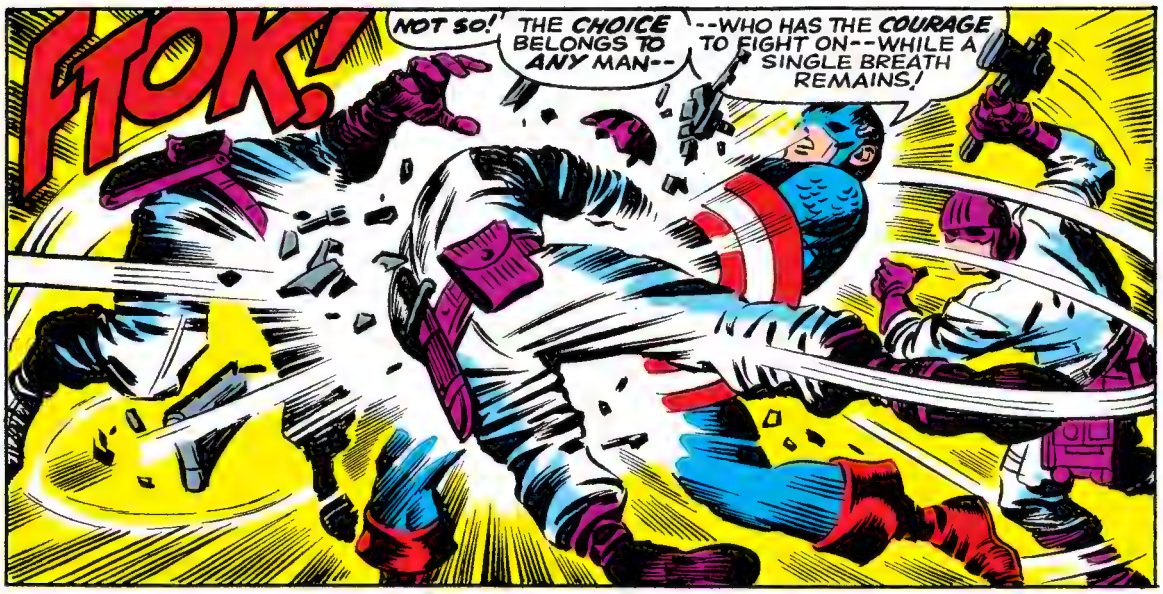
MCG
"AT THE MERCY OF THE MAGGIA!"

THE MAN WHO LIVED TWICE!"
IT CAN'T BE! IT CAN'T REALLY BE ZEMO WHO HAS CAPTURED US!
WITH MY OWN EYES --I SAW HIM DIE-- BENEATH THAT ROCKSLIDE, MANY MONTHS AGO!*
*AND YOU SAW IT TOO, TIGER--IF YOU WERE READING AVENGERS #15 AS YOU SHOULD HAVE BEEN! --SOLICITOUS STAN.
ANSWERING AN URGENT CALL FROM THE MYSTERIOUS BLACK PANTHER, CAP SPEEDS TO DARKEST AFRICA, ONLY TO FIND HIMSELF--AND HIS WARRIOR CHIEFTAIN ALLY--CAPTURED-- BY A MAN WHO SHOULD BE DEAD--!
WE MUST ESCAPE!
ZEMO'S ORBITING DEATH RAY MUST NEVER BE UNLEASHED UPON THE EARTH BELOW!
STAN (THE MAN) LEE AND JACK (KING) KIRBY CREATED IT!
SYD SHORES AND ARTIE SIMEK INKED AND LETTERED IT!
WHAT MORE CAN A TRUE MARVELITE ASK?
1.

I SEE DOUBT IN YOUR EYES, AVENGER!
BUT, IT IS UNCALLED-FOR!
ZEMO TRULY LIVES!
WITH CAPTAIN AMERICA--AND THE THE BLACK PANTHER OUT OF ACTION--
NONE WILL BE LEFT TO OPPOSE US!
ZEMO WAS RIGHT!
HE SAID THE VERY SIGHT OF HIM WOULD SHOCK THE SHIELD-CARRYING AMERICAN INTO TOTAL HELPLESSNESS!
DON'T MAKE A MOVE, PANTHER!
NO MATTER HOW POWERFUL YOU MAY BE--EVEN YOU ARE NOT--BULLET-PROOF!

ONCE BEFORE I POSSESSED A FANTASTIC MASTER PLAN--
A PLAN FOR PERMANENT AND COMPLETE WORLD CONQUEST!
YOU FOILED ME THEN--YOU THOUGHT YOU HAD CRUSHED ME!
BUT ZEMO SURVIVED!
ALL THESE MONTHS I PLANNED--AND PLOTTED--
AND NOW--MY TIME OF TRIUMPH HAS COME AGAIN! NOW, IT IS YOU WHO SHALL DIE!

DEATH HAS NO TERRORS FOR ONE WHO HAS FACED IT AS OFTEN AS I!
BUT, I WON'T DIE IN VAIN--NOT WHILE YOU REMAIN ALIVE!
ALAS, YOU MASKED FOOL--
THE CHOICE IS NOT YOURS!


FTOK!
NOT SO!
THE CHOICE BELONGS TO ANY MAN--
--WHO HAS THE COURAGE TO FIGHT ON--WHILE A SINGLE BREATH REMAINS!

IT WAS YOU WHO KILLED MY PARTNER, BUCKY--
NO MATTER HOW MANY MEN YOU HURL AGAINST ME--
YOU WHO RIVALLED THE RED SKULL AS THE WORLD'S DEADLIEST NAZI!
I'LL GET YOU, ZEMO!

SO! YOU ARE STILL MISGUIDED ENOUGH TO THINK THAT RAW COURAGE CAN EVER DEFEAT SUPERIOR POWER!
GO, MY WARRIORS! SHOW HIM THE FATAL ERROR OF HIS WAYS!

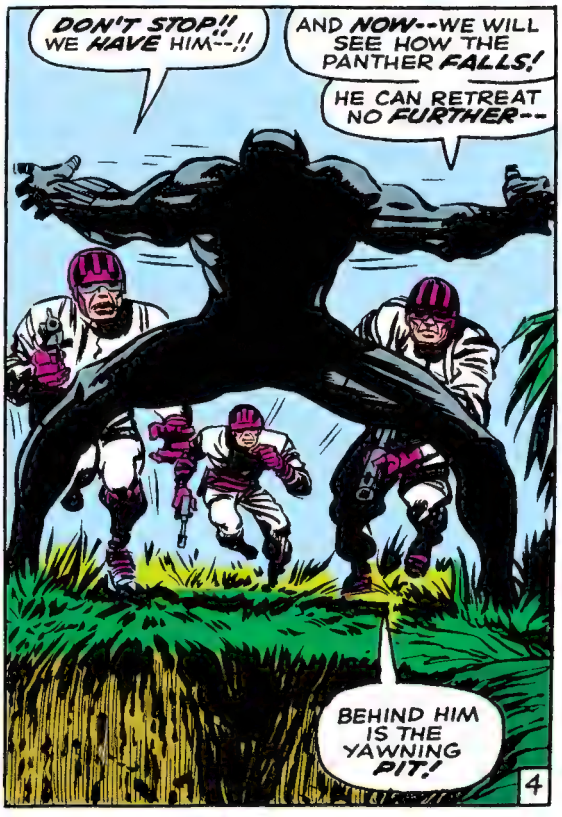
PTHOOM
IT'S BEEN TRIED BEFORE, YOU MASKED JACKAL!

PERHAPS IT HAS!
BUT NOW, NOT EVEN YOU CAN OVERCOME THE GRIM FINALITY OF A SINGLE BULLET!

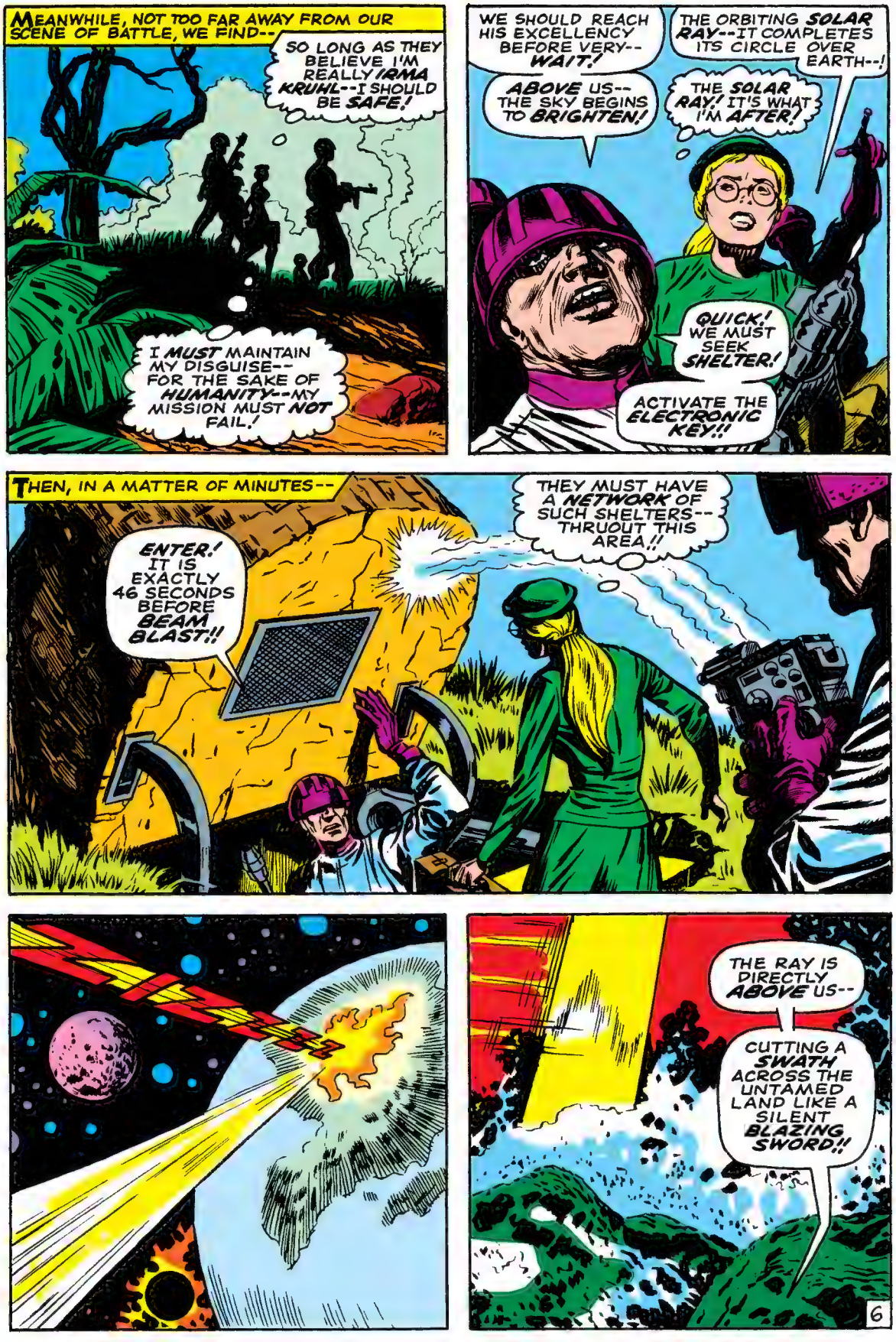
DON'T BET ON IT, ZEMO!
I'VE SPENT A LIFETIME GETTING OUT OF TRAPS--LIKE THIS--!
LOOK OUT, YOU BUNGLERS!
THE PANTHER HAS ALSO BROKEN FREE! STOP HIM! STOP HIM!

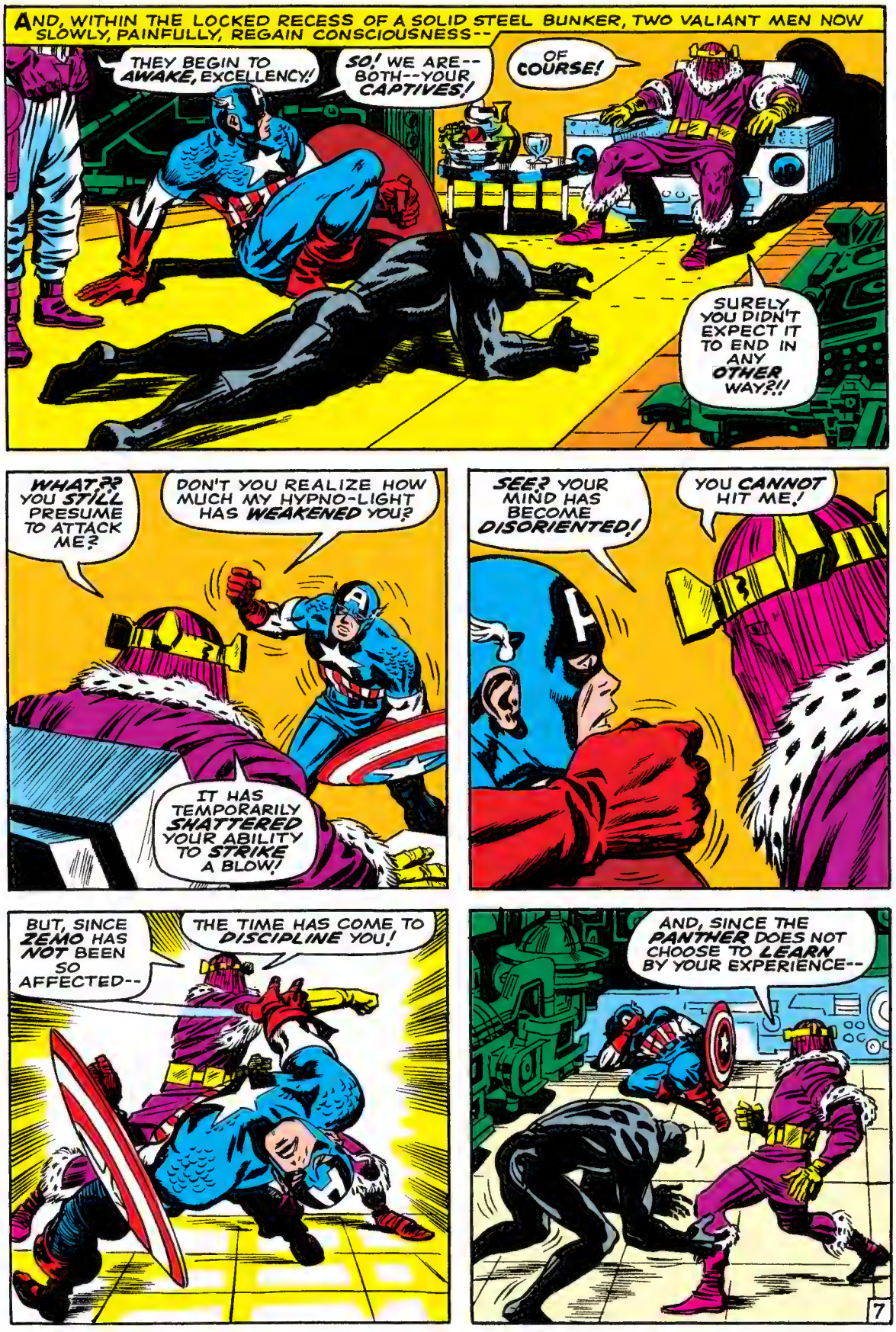
WE CANNOT FIRE--NOT WITHOUT HITTING OUR OWN MEN!
AND EVEN IF WE COULD--
HE DODGES AND SPINS MORE LIKE A BEAST THAN SOMEONE HUMAN!

MEN! GIVE US MORE MEN!
HE BATTLES LIKE A WHOLE REGIMENT--
UNHHH!


DON'T STOP!! WE HAVE HIM--!!
AND NOW--WE WILL SEE HOW THE PANTHER FALLS!
HE CAN RETREAT NO FURTHER--
BEHIND HIM IS THE YAWNING PIT!

HE--EXECUTED A PERFECT-- BACK FLIP--!
WE SHALL TAKE NO FURTHER CHANCES!!
FIRE THE HYPNO-LIGHT MISSILE!!
THE PANTHER IS NOT SO EASILY TRAPPED!
WE CAN'T-- STOP-- IN TIME--!!
IT CAUSES-- MY MIND-- TO REEL!!
A SUDDEN, BLINDING LIGHT--
SO DAZZLINGLY BRIGHT-- I--CANNOT-- SEE--!
EVERY-THING-- SLOWLY SPINNING-- AROUND--!
QUICK!! FIRE MISSILE TWO BEFORE CAPTAIN AMERICA CAN HURL HIS SHIELD--!
IT IS DONE, ZEMO!
AND NOT A SECOND TOO SOON!
A PERFECT SHOT!!
IT IS OVER!
ZEMO HAS WON!
5

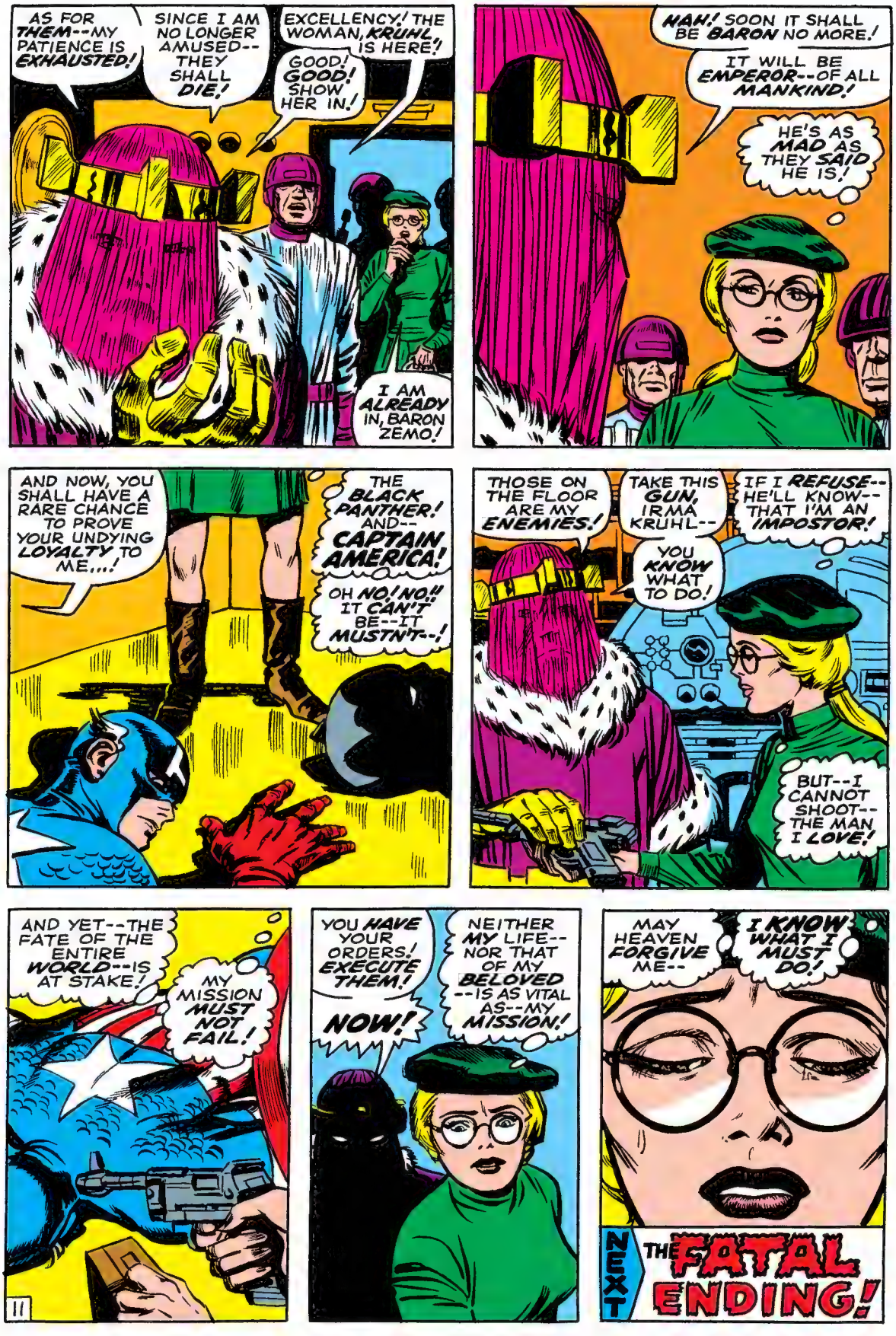

MEANWHILE, NOT TOO FAR AWAY FROM OUR SCENE OF BATTLE, WE FIND--
SO LONG AS THEY BELIEVE I'M REALLY IRMA KRUHL--I SHOULD BE SAFE!
I MUST MAINTAIN MY DISGUISE-- FOR THE SAKE OF HUMANITY--MY MISSION MUST NOT FAIL!
WE SHOULD REACH HIS EXCELLENCY BEFORE VERY-- WAIT!
THE ORBITING SOLAR RAY--IT COMPLETES ITS CIRCLE OVER EARTH--!
ABOVE US-- THE SKY BEGINS TO BRIGHTEN!
THE SOLAR RAY! IT'S WHAT I'M AFTER!
QUICK! WE MUST SEEK SHELTER!
ACTIVATE THE ELECTRONIC KEY!!
THEN, IN A MATTER OF MINUTES--
ENTER! IT IS EXACTLY 46 SECONDS BEFORE BEAM BLAST!!
THEY MUST HAVE A NETWORK OF SUCH SHELTERS-- THRUOUT THIS AREA!!
THE RAY IS DIRECTLY ABOVE US--
CUTTING A SWATH ACROSS THE UNTAMED LAND LIKE A SILENT BLAZING SWORD!!
6


AND, WITHIN THE LOCKED RECESS OF A SOLID STEEL BUNKER, TWO VALIANT MEN NOW SLOWLY, PAINFULLY, REGAIN CONSCIOUSNESS--
THEY BEGIN TO AWAKE, EXCELLENCY!
SO! WE ARE-- BOTH--YOUR CAPTIVES!
OF COURSE!
SURELY YOU DIDN'T EXPECT IT TO END IN ANY OTHER WAY?!!
WHAT?? YOU STILL PRESUME TO ATTACK ME?
DON'T YOU REALIZE HOW MUCH MY HYPNO-LIGHT HAS WEAKENED YOU?
IT HAS TEMPORARILY SHATTERED YOUR ABILITY TO STRIKE A BLOW!
SEE? YOUR MIND HAS BECOME DISORIENTED!
YOU CANNOT HIT ME!
BUT, SINCE ZEMO HAS NOT BEEN SO AFFECTED--
THE TIME HAS COME TO DISCIPLINE YOU!
AND, SINCE THE PANTHER DOES NOT CHOOSE TO LEARN BY YOUR EXPERIENCE--
7

HE TOO SHALL BE ACCORDED THE SELFSAME TREATMENT!
AGAIN YOU BOTH TRY TO RISE?!
YOUR COURAGE FAR EXCEEDS YOUR WISDOM!
INDEED, I SHALL HAVE USE FOR HIRELINGS SUCH AS YOU!
HIRELING?!! YOU ARE ADDRESSING A KING--THE CHIEFTAIN OF ALL THE WAKANDAS!!
EASY, PARTNER! LET'S BOTH HEAR HIM OUT!
WE HAVE TO STALL--WHILE THE HYPNO-LIGHT WEARS OFF!
WHAT'S CHANGED YOU, ZEMO?
YOU SEEM COLDER--EVEN MORE DIABOLICAL THAN EVER BEFORE!
THAT IS OF NO IMPORTANCE!
BUT, WHAT I AM NOW ABOUT TO SHOW YOU--IS--!
8

THE MOST POTENT WEAPON EVER DEVISED--!
MY ORBITING DEATH RAY!
UTILIZING THE LIMITLESS ENERGY OF THE SUN ITSELF--
IT BECOMES A GIGANTIC, DEADLY LASER BEAM--
WHICH WILL MAKE ME MASTER OF ALL MANKIND!
SHOULD ANY NATION DARE DEFY ME--
I CAN OBLITERATE IT--IN A MATTER OF SECONDS!
NOT EVEN MISSILES CAN DESTROY MY BEAM--
FOR IT CAN DISINTE-GRATE THEM THE INSTANT THEY'RE LAUNCHED!
AND NOW--AS SOON AS MY AGENT, IRMA KRUHL, BRINGS ME A STOLEN LIST OF U.S. NUCLEAR BASE TARGETS--
I WILL WIPE OUT THE UNITED STATES!
MISS KRUHL HAS BEEN SIGHTED!
SHE WILL ARRIVE WITHIN MINUTES, EXCEL-LENCY!
THAT LEAVES US NO CHOICE, AVENGER--!
RIGHT! EVEN THOUGH WE'RE STILL GROGGY--
WE'VE GOT TO STOP HIM!
BETTER TO DIE AS MEN--
THAN TO LIVE--AS SLAVES!
9

WELL-SPOKEN, DOOMED ONES!
A PITY YOUR POWER CANNOT MATCH YOUR HOPELESS RESOLVE!
EVEN IF MY HYPNO-LIGHT HAD NOT WEAKENED YOU--YOU'RE HOPELESSLY OUTNUMBERED!
HOLD HIM! HOLD HIM!
WE NEED EVERY MAN! THEY BATTLE LIKE DEMONS!
INCREDIBLE! THEY KEEP COMING CLOSER TO ME--!
YOUR WEAPONS! QUICKLY, YOU FOOLS--USE YOUR WEAPONS AGAINST THEM!
AT THIS SHORT RANGE, THE PARALYZER PISTOL WILL STOP THEM COLD!
AND THIS TIME WE'LL LEAVE NOTHING TO CHANCE!
ONCE AGAIN ZEMO IS THE VICTOR!
10


AS FOR THEM--MY PATIENCE IS EXHAUSTED!
SINCE I AM NO LONGER AMUSED--THEY SHALL DIE!
EXCELLENCY! THE WOMAN, KRUHL IS HERE!
GOOD! GOOD! SHOW HER IN!
I AM ALREADY IN, BARON ZEMO!
MAH! SOON IT SHALL BE BARON NO MORE!
IT WILL BE EMPEROR--OF ALL MANKIND!
HE'S AS MAD AS THEY SAID HE IS!
AND NOW, YOU SHALL HAVE A RARE CHANCE TO PROVE YOUR UNDYING LOYALTY TO ME...!
THE BLACK PANTHER! AND--CAPTAIN AMERICA!
OH NO! NO!! IT CAN'T BE--IT MUSTN'T--!
THOSE ON THE FLOOR ARE MY ENEMIES!
TAKE THIS GUN, IRMA KRUHL--
YOU KNOW WHAT TO DO!
IF I REFUSE--HE'LL KNOW--THAT I'M AN IMPOSTOR!
BUT--I CANNOT SHOOT--THE MAN I LOVE!
AND YET--THE FATE OF THE ENTIRE WORLD--IS AT STAKE!
MY MISSION MUST NOT FAIL!
YOU HAVE YOUR ORDERS! EXECUTE THEM!
NOW!
NEITHER MY LIFE--NOR THAT OF MY BELOVED--IS AS VITAL AS--MY MISSION!
MAY HEAVEN FORGIVE ME--
I KNOW WHAT I MUST DO!
NEXT THE FATAL ENDING!
11

CAP, IN HIS OWN MAGAZINE AT LAST!
APPROVED BY THE COMICS CODE AUTHORITY
CAPTAIN AMERICA
MARVEL COMICS GROUP
12¢ IND.
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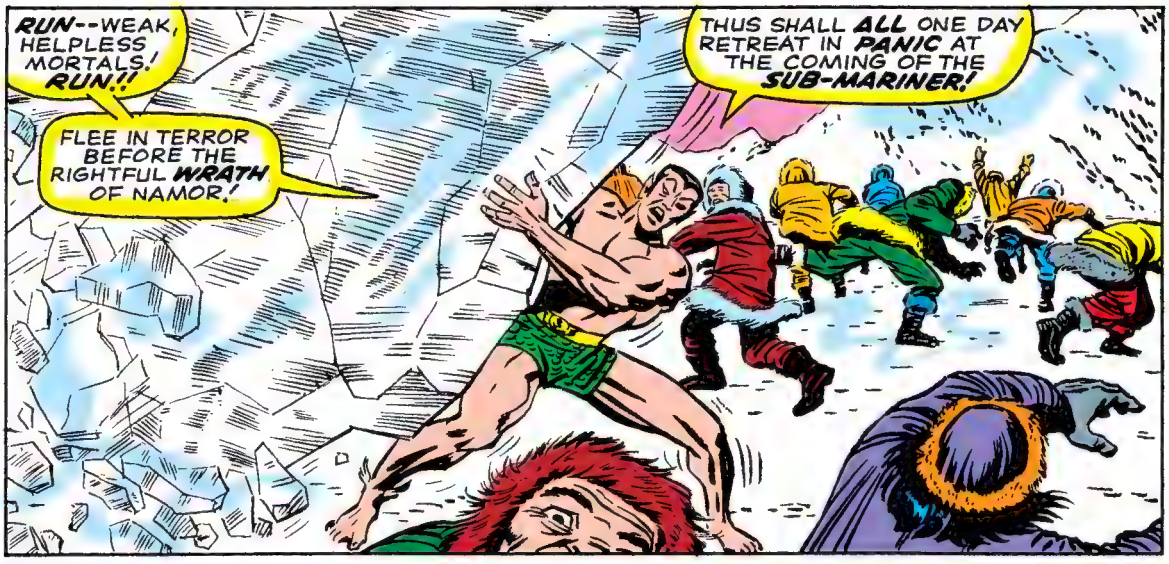
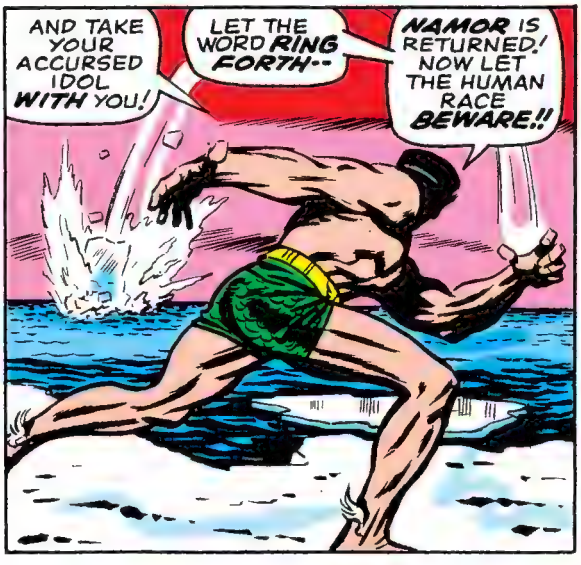
MCG
BIG PREMIERE ISSUE!

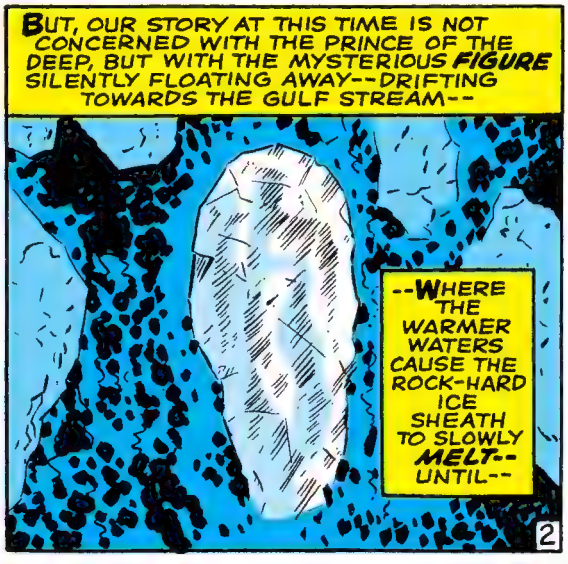
CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™
"THIS MONSTER UNMASKED!"
FROZEN IN A GIANT SLAB OF ICE STANDS THE FIGURE OF A MAN--A MAN UNIQUE IN ALL THE WORLD! A MAN FOR THE AGES--A LIVING LEGEND--
WORSHIPPED AS A DEMIGOD BY THE NORTHERN TRIBE WHO FOUND HIM, HE HAS EXISTED THUS FOR TWO DECADES... UNTIL, AT LAST--
BEHOLD! A MIGHTY STRANGER COMES!
PEERLESSLY PRODUCED and PROUDLY PRESENTED BY:
STAN (THE MAN) LEE and JACK (KING) KIRBY
EMBELLISHED BY: SYD SHORES
LETTERED BY: ARTIE SIMEK
TREASURED BY: IRV FORBUSH
1

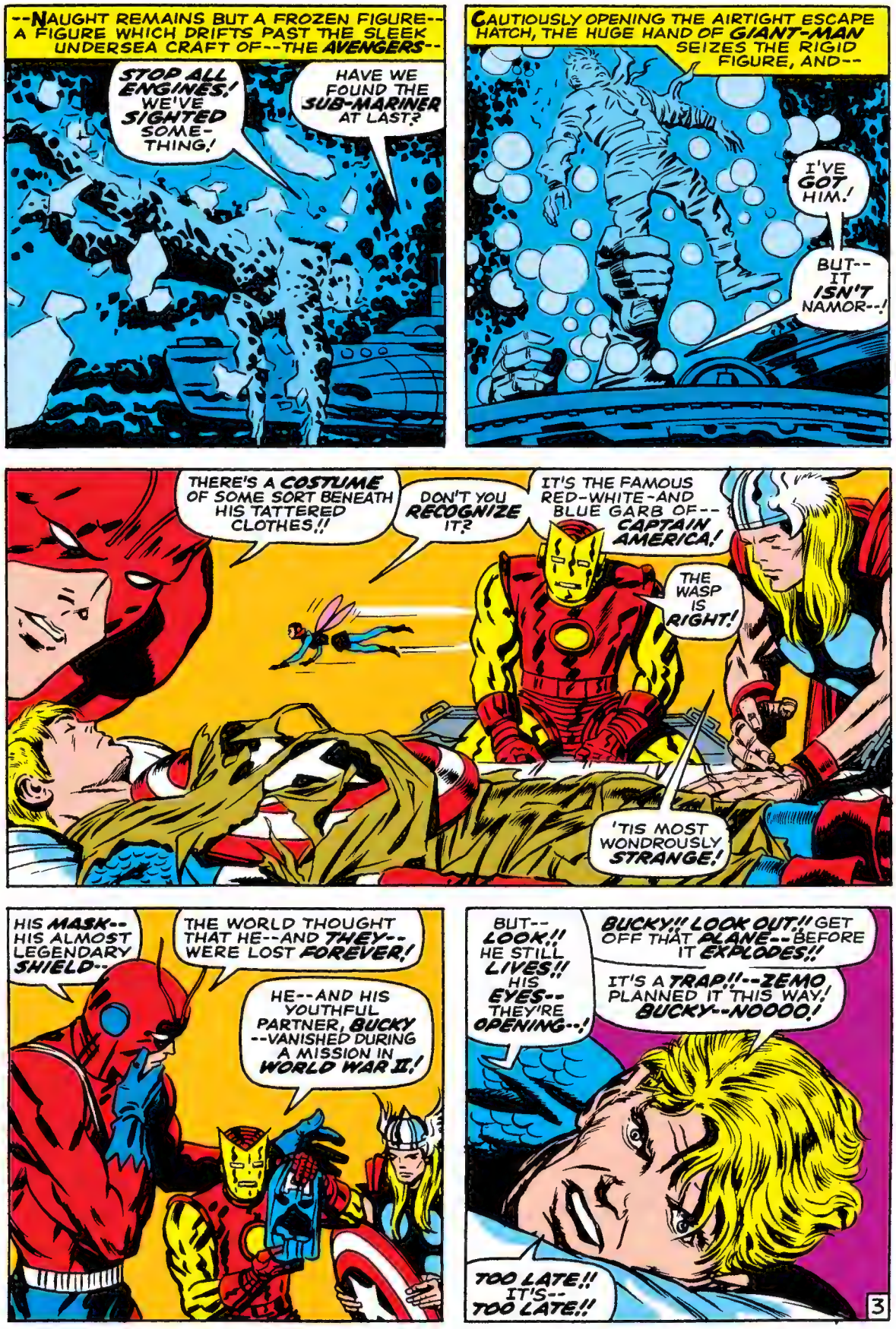
LET THE STRANGER WAIT!
O, MIGHTY LORD OF THE FROZEN ICE, HEAR OUR PRAYERS--!
THE FOOLS! THEY BOW TO A PETRIFIED FIGURE, FROZEN WITHIN THE ICE!

HEAR ME, HUMANS! THIS IS NO HELPLESS IMAGE YOU SEE BEFORE YOU!
THIS IS THE SUB-MARINER, WHO HAS SWORN VENGEANCE UPON THE ENTIRE HUMAN RACE!
THE DREADED PRINCE NAMOR!!
MIGHTY MONARCH OF FABLED ATLANTIS!

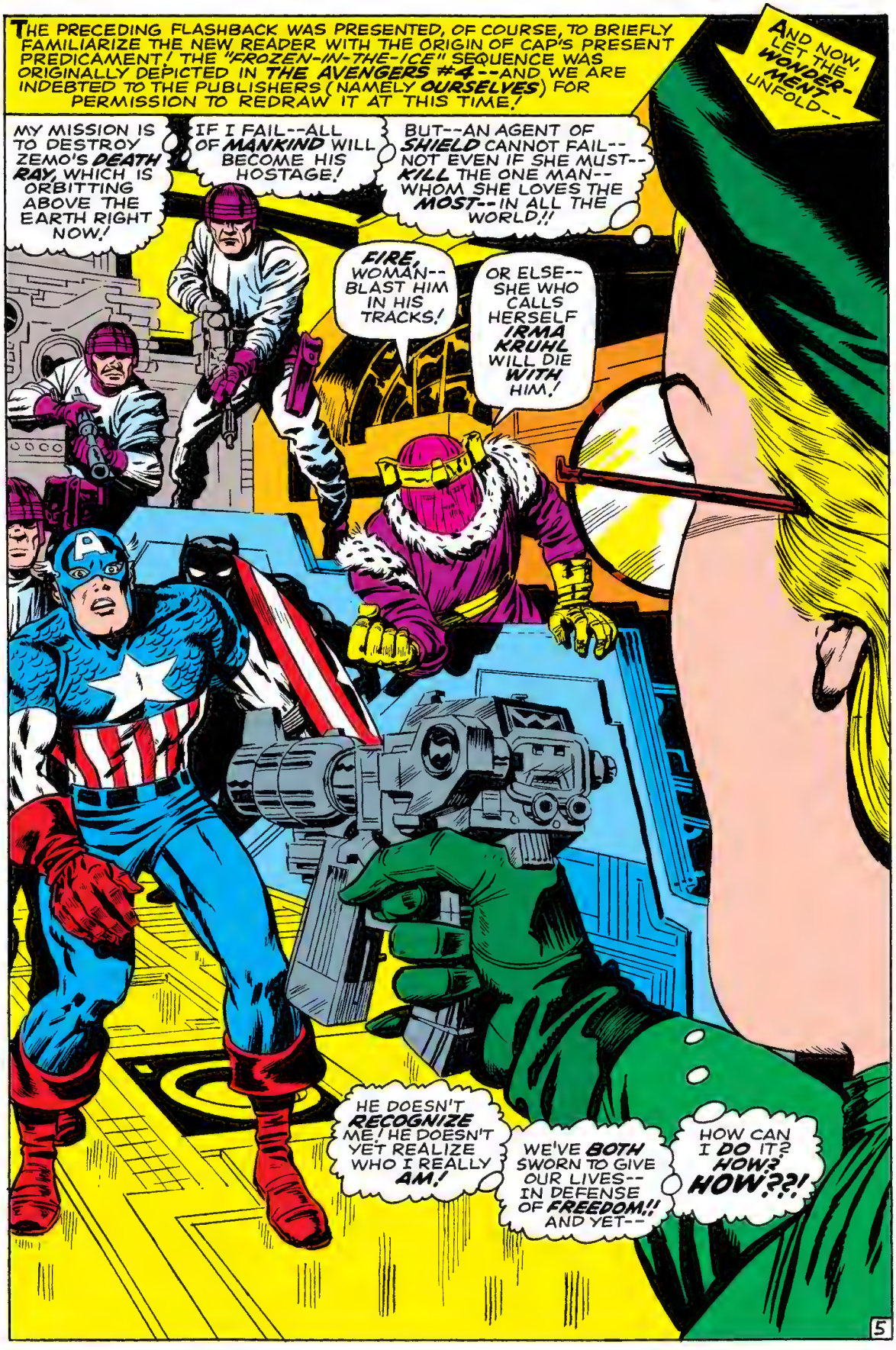

RUN--WEAK, HELPLESS MORTALS! RUN!!
FLEE IN TERROR BEFORE THE RIGHTFUL WRATH OF NAMOR!
THUS SHALL ALL ONE DAY RETREAT IN PANIC AT THE COMING OF THE SUB-MARINER!

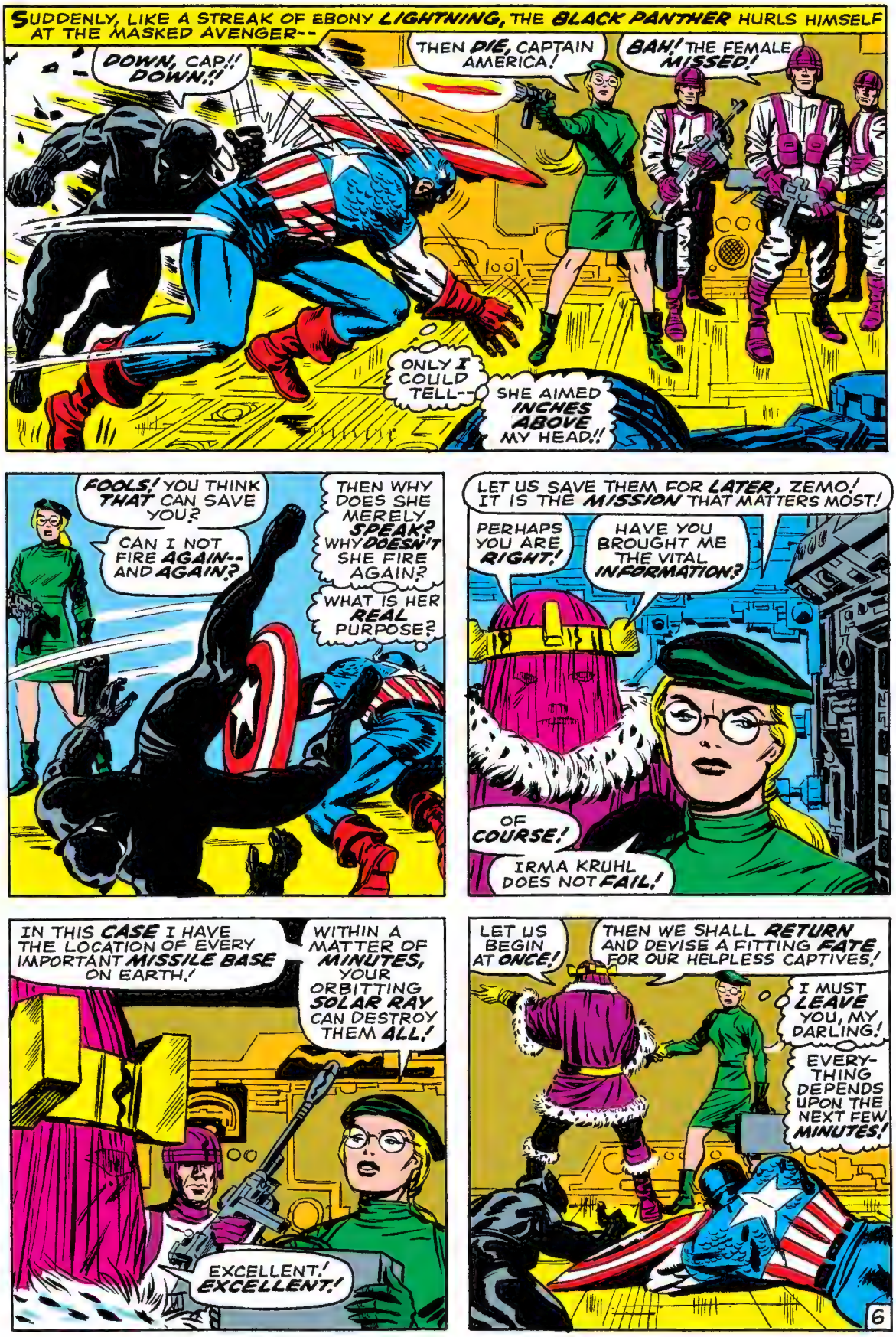

AND TAKE YOUR ACCURSED IDOL WITH YOU!
LET THE WORD RING FORTH--
NAMOR IS RETURNED! NOW LET THE HUMAN RACE BEWARE!!


BUT, OUR STORY AT THIS TIME IS NOT CONCERNED WITH THE PRINCE OF THE DEEP, BUT WITH THE MYSTERIOUS FIGURE SILENTLY FLOATING AWAY--DRIFTING TOWARDS THE GULF STREAM--
--WHERE THE WARMER WATERS CAUSE THE ROCK-HARD ICE SHEATH TO SLOWLY MELT-- UNTIL--
2


--NAUGHT REMAINS BUT A FROZEN FIGURE--A FIGURE WHICH DRIFTS PAST THE SLEEK UNDERSEA CRAFT OF--THE AVENGERS--
STOP ALL ENGINES! WE'VE SIGHTED SOME-THING!
HAVE WE FOUND THE SUB-MARINER AT LAST?
CAUTIOUSLY OPENING THE AIRTIGHT ESCAPE HATCH, THE HUGE HAND OF GIANT-MAN SEIZES THE RIGID FIGURE, AND--
I'VE GOT HIM!
BUT-- IT ISN'T NAMOR--!
THERE'S A COSTUME OF SOME SORT BENEATH HIS TATTERED CLOTHES!!
DON'T YOU RECOGNIZE IT?
IT'S THE FAMOUS RED-WHITE-AND BLUE GARB OF-- CAPTAIN AMERICA!
THE WASP IS RIGHT!
'TIS MOST WONDROUSLY STRANGE!
HIS MASK-- HIS ALMOST LEGENDARY SHIELD--
THE WORLD THOUGHT THAT HE--AND THEY-- WERE LOST FOREVER!
HE--AND HIS YOUTHFUL PARTNER, BUCKY --VANISHED DURING A MISSION IN WORLD WAR II!
BUT-- LOOK!! HE STILL LIVES!! HIS EYES-- THEY'RE OPENING--!
BUCKY!! LOOK OUT!! GET OFF THAT PLANE-- BEFORE IT EXPLODES!!
IT'S A TRAP!!--ZEMO PLANNED IT THIS WAY! BUCKY--NOOOO!
TOO LATE!! IT'S-- TOO LATE!!
3

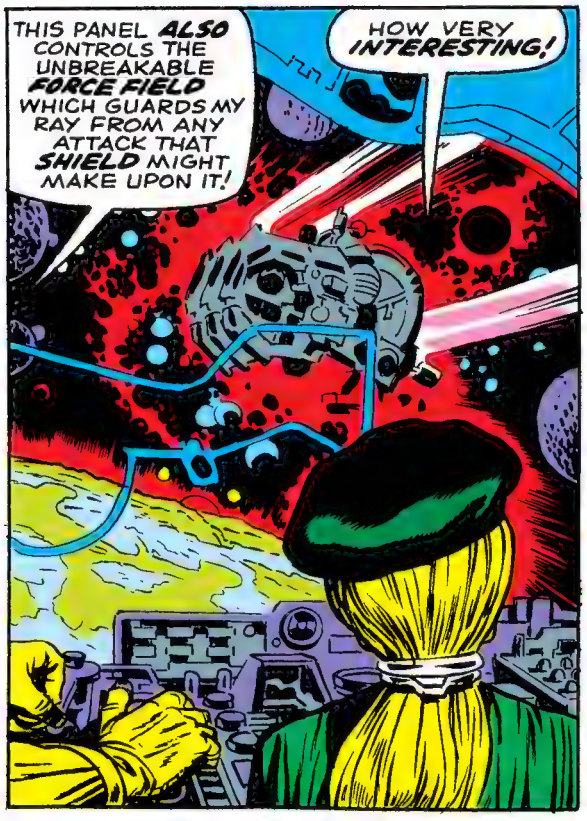
BUCKY'S GONE!! THE PLANE IS DESTROYED!!
IT WAS ZEMO-- WHO KILLED HIM!!
BUT WHY--AM I REMEMBERING NOW--HOW I WAS FROZEN IN THE ICE-- AND FINALLY FOUND--AND BROUGHT BACK TO LIFE--BY THE AVENGERS?!!
IT HAPPENED SO MANY YEARS AGO!
WAIT! IT--IT'S COMING BACK TO ME!
THE PANTHER AND I--WE WERE CAPTURED--BY ZEMO!! THEN HIT WITH HIS RAY!
I--MUST HAVE BEEN-- UNCONSCIOUS!
CAP! SNAP OUT OF IT! YOU'VE BEEN DELIRIOUS!
WE'VE GOT TO MOVE!!
ZEMO JUST ORDERED THE GIRL--TO SHOOT YOU!
GIRL? WHAT GIRL??
BACK! YOU CANNOT HELP HIM!
THE RAY-- IT'S WEARING OFF--AT LAST!
I HEAR--THE VOICE OF ZEMO AGAIN-- ORDERING-- MY DEATH!
YOU MUST PROVE YOUR LOYALTY TO ME--BY DESTROYING CAPTAIN AMERICA!
NOW! DO IT NOW!
I'VE GOT TO LEAP INTO ACT--NO! WAIT!
SHE'S HESITATING!! SHE DOESN'T WANT TO HURT ME!
WHO IS SHE?? WHY DOES SHE PAUSE--??
4

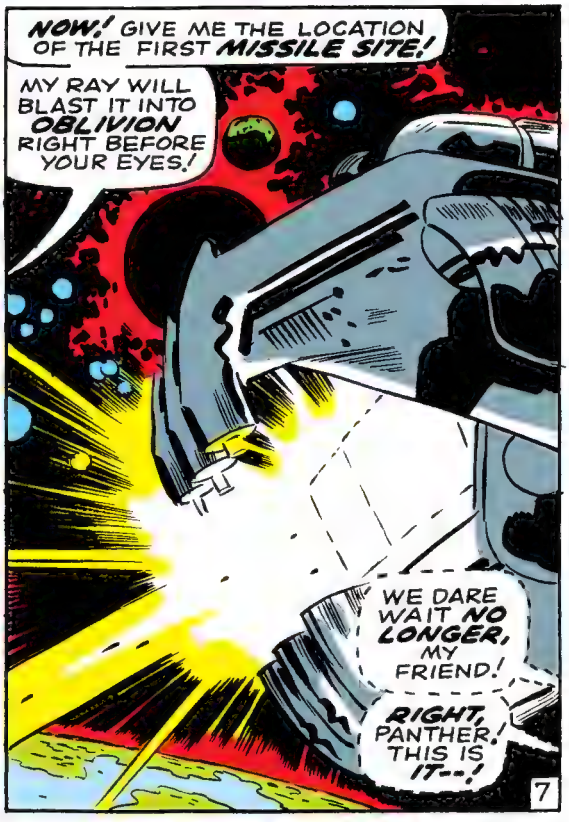

THE PRECEDING FLASHBACK WAS PRESENTED, OF COURSE, TO BRIEFLY FAMILIARIZE THE NEW READER WITH THE ORIGIN OF CAP'S PRESENT PREDICAMENT! THE "FROZEN-IN-THE-ICE" SEQUENCE WAS ORIGINALLY DEPICTED IN THE AVENGERS #4--AND WE ARE INDEBTED TO THE PUBLISHERS (NAMELY OURSELVES) FOR PERMISSION TO REDRAW IT AT THIS TIME!
AND NOW, LET THE WONDER-MENT UNFOLD--
MY MISSION IS TO DESTROY ZEMO'S DEATH RAY, WHICH IS ORBITTING ABOVE THE EARTH RIGHT NOW!
IF I FAIL--ALL OF MANKIND WILL BECOME HIS HOSTAGE!
BUT--AN AGENT OF SHIELD CANNOT FAIL--NOT EVEN IF SHE MUST--KILL THE ONE MAN--WHOM SHE LOVES THE MOST--IN ALL THE WORLD!!
FIRE, WOMAN--BLAST HIM IN HIS TRACKS!
OR ELSE--SHE WHO CALLS HERSELF IRMA KRUHL WILL DIE WITH HIM!
HE DOESN'T RECOGNIZE ME! HE DOESN'T YET REALIZE WHO I REALLY AM!
WE'VE BOTH SWORN TO GIVE OUR LIVES--IN DEFENSE OF FREEDOM!! AND YET--
HOW CAN I DO IT? HOW? HOW??!
5


SUDDENLY, LIKE A STREAK OF EBONY LIGHTNING, THE BLACK PANTHER HURLS HIMSELF AT THE MASKED AVENGER--
DOWN, CAP!! DOWN!!
THEN DIE, CAPTAIN AMERICA!
BAH! THE FEMALE MISSED!
ONLY I COULD TELL--
SHE AIMED INCHES ABOVE MY HEAD!!
FOOLS! YOU THINK THAT CAN SAVE YOU?
CAN I NOT FIRE AGAIN-- AND AGAIN?
THEN WHY DOES SHE MERELY SPEAK? WHY DOESN'T SHE FIRE AGAIN?
WHAT IS HER REAL PURPOSE?
LET US SAVE THEM FOR LATER, ZEMO! IT IS THE MISSION THAT MATTERS MOST!
PERHAPS YOU ARE RIGHT!
HAVE YOU BROUGHT ME THE VITAL INFORMATION?
OF COURSE!
IRMA KRUHL DOES NOT FAIL!
IN THIS CASE I HAVE THE LOCATION OF EVERY IMPORTANT MISSILE BASE ON EARTH!
WITHIN A MATTER OF MINUTES, YOUR ORBITTING SOLAR RAY CAN DESTROY THEM ALL!
EXCELLENT! EXCELLENT!
LET US BEGIN AT ONCE!
THEN WE SHALL RETURN AND DEVISE A FITTING FATE FOR OUR HELPLESS CAPTIVES!
I MUST LEAVE YOU, MY DARLING!
EVERY-THING DEPENDS UPON THE NEXT FEW MINUTES!
6

HE MUSTN'T USE THE FLYING DEATH RAY!!
YES! I'LL AWAIT YOUR SIGNAL!
IF--WE DON'T MAKE IT--THERE IS NO MAN I WILL BE PROUDER --TO DIE WITH!!
NO MATTER HOW HOPELESS IT SEEMS--WE HAVE TO STOP HIM--ARE YOU READY??

SO THAT IS THE MAIN CONSOLE--WHICH COMPLETELY CONTROLS THE SOLAR RAY!
YES! WITHOUT THIS, MY RAY WOULD BE NO MORE THAN A WORTHLESS PIECE OF ORBITTING SPACE DEBRIS!

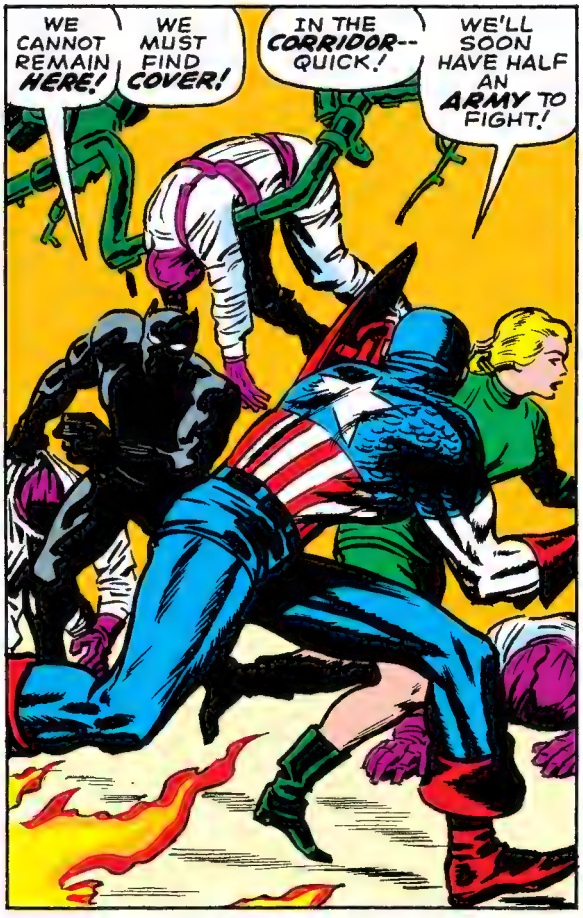

THIS PANEL ALSO CONTROLS THE UNBREAKABLE FORCE FIELD WHICH GUARDS MY RAY FROM ANY ATTACK THAT SHIELD MIGHT MAKE UPON IT!
HOW VERY INTERESTING!


NOW! GIVE ME THE LOCATION OF THE FIRST MISSILE SITE!
MY RAY WILL BLAST IT INTO OBLIVION RIGHT BEFORE YOUR EYES!
WE DARE WAIT NO LONGER, MY FRIEND!
RIGHT, PANTHER! THIS IS IT--!

BUT, BEFORE THE TWO COSTUMED CAPTIVES CAN MAKE ANOTHER MOVE--THEY SEE--
LOOK!! WITHIN HER CASE--A MINIATURIZED FLAME-THROWER!!
AND NOW, ZEMO--IT IS MY TURN--!
KLIK
SNAP!
STOP HER!
IF THOSE FLAMES HIT MY CONTROL PANEL--ALL IS LOST!!
YOU'RE TOO LATE!
SPLASH
NOOO--!
SHE'S A SPY!! AN AGENT OF SHIELD!
SHOOT HER! SHOOT HER!
I'D FACE A THOUSAND DEATHS--
TO SAVE THE WORLD--FROM A MADMAN LIKE YOU!
BUT YOU'LL NOT FACE THEM ALONE!!
--NOT WHILE THE PANTHER AND I STILL LIVE!
ATTACK!
8

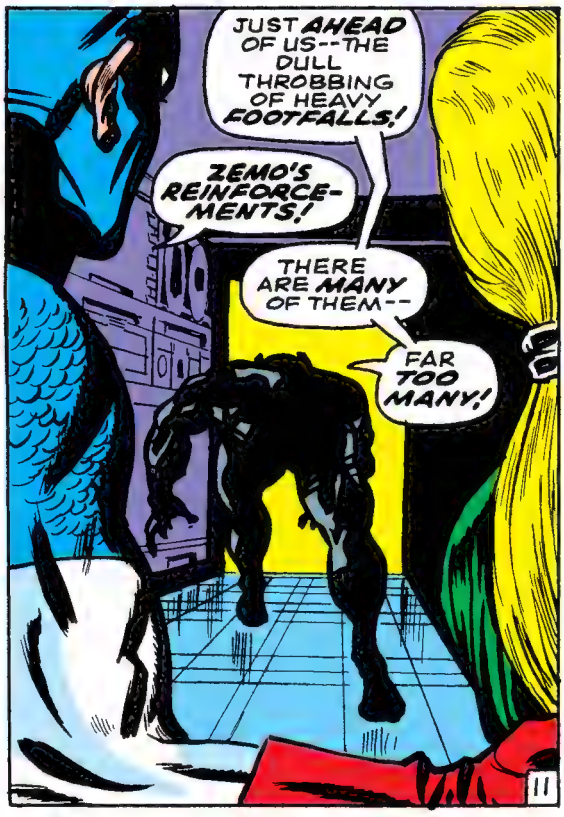
THIS TIME OUR SENSES ARE NOT DEADENED BY YOUR COWARDLY FUMES!
WE'VE GOT TO MAKE EVERY BLOW COUNT!
BTANNG!
WE CAN'T WASTE TIME WITH THE SMALL FRY--
NOT WHEN IT'S ZEMO WE'RE AFTER!

THE GIRL!!
SHE SAVED MY LIFE A SECOND TIME--!
CAP!! LOOK OUT!! --BEHIND YOU--!
MEDDLE-SOME FEMALE!! YOU WILL PAY DEARLY FOR THIS!!
DON'T EVER THREATEN AN AGENT OF SHIELD!!
HER GLASSES FELL OFF!
HER HAIR --TUMBLING DOWN IN-- WAIT!! IT'S--IT'S--
AGENT THIRTEEN!!
OH, CAP! I WAS SO AFRAID--THAT WE'D NEVER--FIND EACH OTHER!!
ATTENTION ALL UNITS!!
REINFORCEMENTS ON THE WAY, EXCELLENCY!
RED ALERT!! RED ALERT!!
HIS COMMUNI-CATOR!! HE MUST NOT USE IT AGAIN!
AND HE NEVER WILL, PANTHER!
PAK!
THE THREE OF YOU ARE DOOMED!
AGAIN YOU ARE TOO LATE!
HELP IS ALREADY ON THE WAY!!
10


WE CANNOT REMAIN HERE!
WE MUST FIND COVER!
IN THE CORRIDOR-- QUICK!
WE'LL SOON HAVE HALF AN ARMY TO FIGHT!

EVEN IF WE FAIL--IT WAS WORTH IT!!
DON'T SPEAK OF FAILING!!
I HAVEN'T FOUND YOU AT LAST, ONLY TO LOSE YOU AGAIN!
WE'VE CRUSHED ZEMO'S THREAT TO ALL MANKIND!
EASY NOW--WE DON'T KNOW WHAT'S AHEAD OF US!

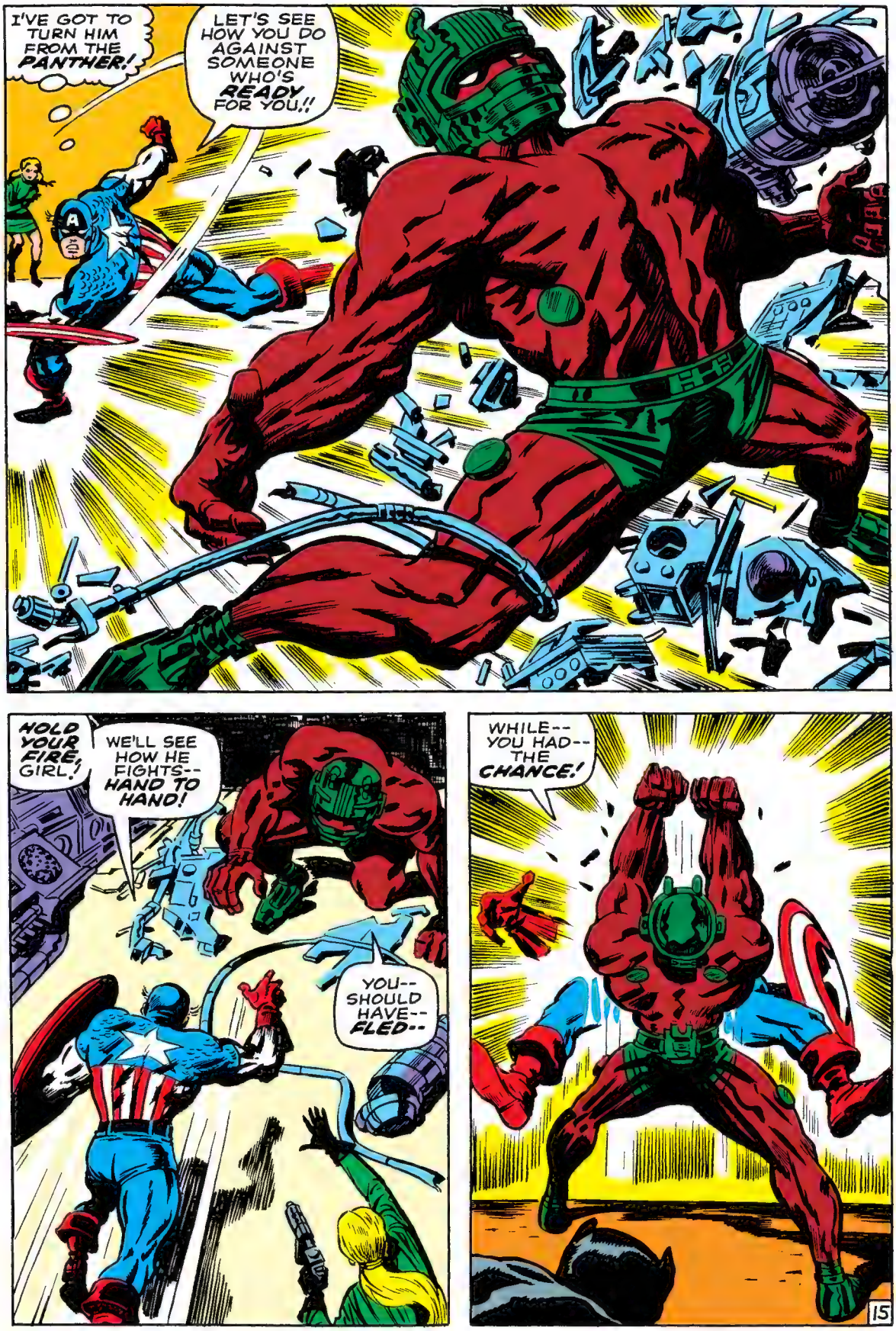
STAND BACK! THIS IS A TASK FOR THE PANTHER!
I CAN SENSE AN AMBUSH NO MATTER HOW WELL-CONCEALED IT MAY BE!
THEN, AFTER TENSE MINUTES OF CAREFUL ADVANCING--

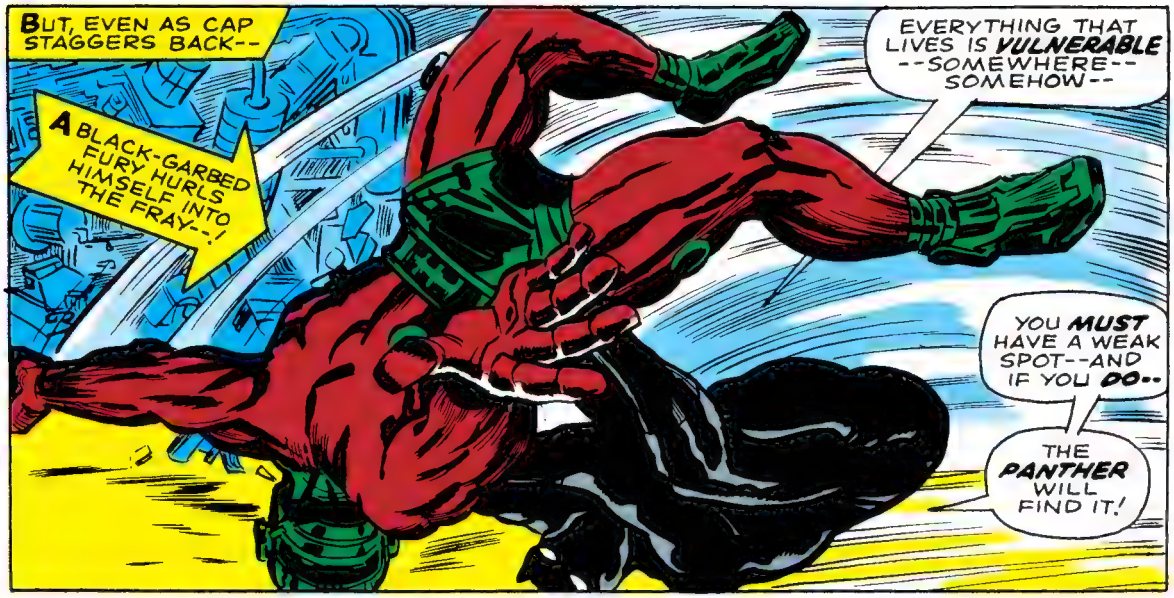

JUST AHEAD OF US--THE DULL THROBBING OF HEAVY FOOTFALLS!
ZEMO'S REINFORCE-MENTS!
THERE ARE MANY OF THEM--
FAR TOO MANY!

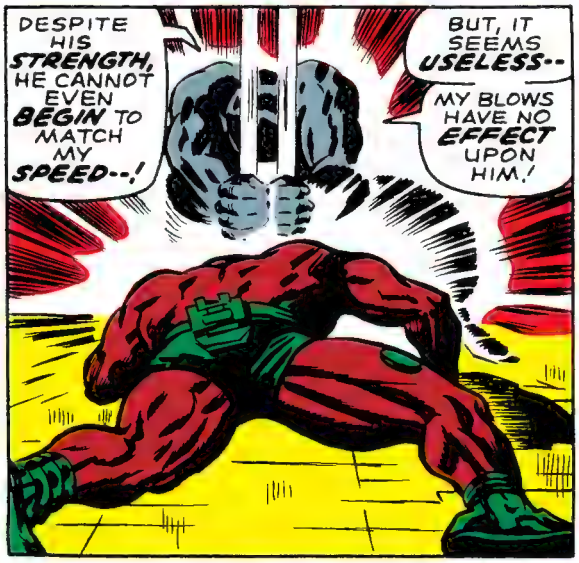
THERE THEY ARE--WE HAVE FOUND THEM!
REMEMBER THE MASTER'S COMMAND--
SHOOT TO KILL!
THEY MUST NOT ESCAPE ALIVE!
TOO MANY TO FIGHT--!
WE MUST LOSE THEM--SOMEHOW!!
THEY ARE COMPLETELY TRAPPED!!
THERE IS NO PLACE THEY CAN RUN!
HE FOUND THE TUNNEL DOOR CONTROL BUTTON!
BUT IT WON'T HELP THEM! FIRE!!
CLICK!
OPEN
CLOSE
LET THE GIRL STAND BEHIND US,!!
NO! WE STILL HAVE A CHANCE!
--IF I CAN SMASH THE ENTRANCE TO THIS AIR VENT--!
THEY ARE ALMOST HERE!!
BUT, WE'LL SHOW THEM HOW DEARLY FREE MEN SELL THEIR LIVES!
HURRY! I'VE A GUN--I'LL HOLD THEM OFF--!
12

NO! TAKE HER WITH YOU, PANTHER!
QUICKLY! ONCE YOU'RE SAFE, I'LL COME BACK AND HELP HIM!
IF ANY-ONE HOLDS THEM OFF-- IT MUST BE ME!
CAP--IF ANYTHING --SHOULD HAPPEN--
NO! DON'T EVEN SAY IT--!
KEEP MOVING!
I CAN HOLD THEM OFF-- FOR AT LEAST TWO MINUTES--!
THE VENT IS LARGER THAN WE THOUGHT!
THERE'S ROOM FOR ALL OF US AT ONCE!
HURRY, AVENGER! WE'LL GO TOGETHER!
SO FAR, SO GOOD!
ONLY ONE OF THEM CAN CLIMB THRU THE OPENING AT ONE TIME--
AND THEY DON'T DARE-- WHILE MY AMMO HOLDS OUT!
BUT, WHAT'S AHEAD?? WHERE DOES THE VENT LEAD TO??
WE-- DON'T KNOW-- YET!
WHATEVER AWAITS US AT THE OTHER END--
--WE WILL OVERCOME!
THERE'LL BE NO TURNING BACK!
THEY'RE GETTING AWAY!
IT'S SUDDEN DEATH TO GO AFTER THEM!
STOP, YOU FOOLS!! STOP!!
LET THEM GO!
I WANT THEM TO REACH THE OTHER END OF THE VENT--!
HAVE YOU SO SOON FORGOTTEN--?
THAT IS WHERE THE DESTRUC-TON STANDS GUARD!
THE DESTRUCTON!!

HE WAS CREATED TO BE--THE ULTIMATE BODYGUARD!!
NOTHING THAT LIVES CAN GET PAST HIM!
HE CANNOT BE STOPPED--HE CANNOT BE BEATEN!
AND--THEY'LL REACH HIM--WITHIN SECONDS!
AT THE OTHER END OF THE VENT--EVEN AS THE MASKED MENACE RANTS--
WE'RE THROUGH!
I'LL GO FIRST--AND CHECK FOR SUDDEN TRAPS!
THE LIGHT IS DIM--AS THOUGH SOMETHING HIDES IN WAIT--!
I SENSE ANOTHER FIGURE--IN THE SHADOWS--MOVING CLOSER --CLOSER--!
SKOP!
-UNHHH!-
I AM--THE DESTRUCTON!
IT IS MY FUNCTION--TO ATTACK--ANY WHO INVADE THESE QUARTERS!
AND--WHOM I DO ATTACK--I DO DESTROY!
14

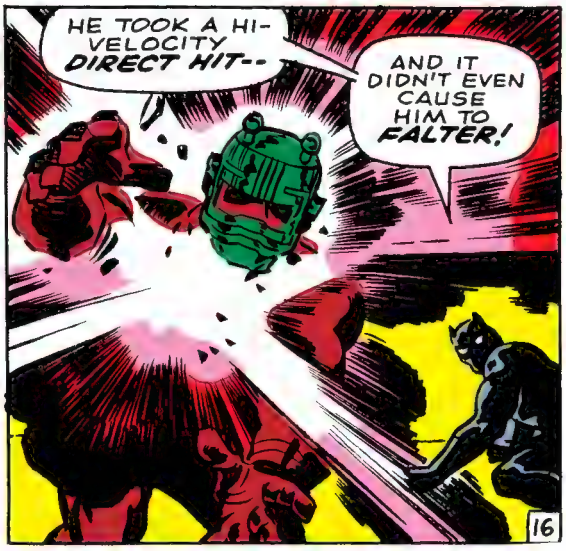

I'VE GOT TO TURN HIM FROM THE PANTHER!
LET'S SEE HOW YOU DO AGAINST SOMEONE WHO'S READY FOR YOU!!
HOLD YOUR FIRE, GIRL!
WE'LL SEE HOW HE FIGHTS-- HAND TO HAND!
YOU-- SHOULD HAVE-- FLED--
WHILE-- YOU HAD-- THE CHANCE!
15


BUT, EVEN AS CAP STAGGERS BACK--
A BLACK-GARBED FURY HURLS HIMSELF INTO THE FRAY--!
EVERYTHING THAT LIVES IS VULNERABLE --SOMEWHERE-- SOMEHOW--
YOU MUST HAVE A WEAK SPOT--AND IF YOU DO--
THE PANTHER WILL FIND IT!


DESPITE HIS STRENGTH, HE CANNOT EVEN BEGIN TO MATCH MY SPEED--!
BUT, IT SEEMS USELESS--
MY BLOWS HAVE NO EFFECT UPON HIM!

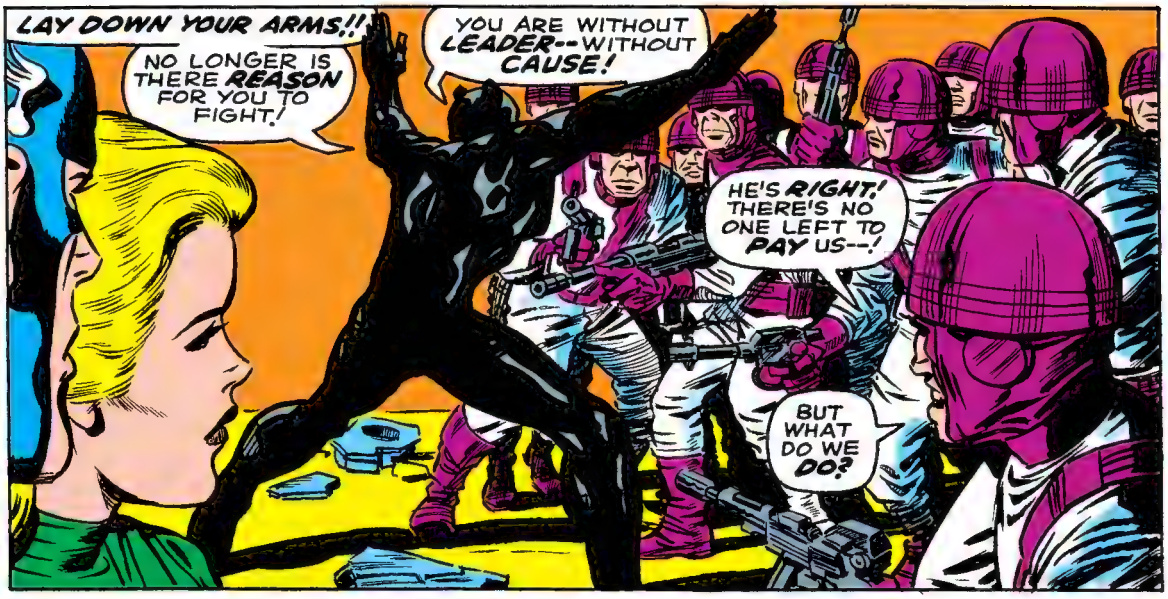
THE DESTRUCTON CANNOT BE STOPPED!

HE'LL KILL THEM BOTH!
I CAN'T JUST STAND BY-- I CAN'T!


HE TOOK A HI-VELOCITY DIRECT HIT--
AND IT DIDN'T EVEN CAUSE HIM TO FALTER!

WAIT! DON'T WASTE ANY MORE EXPLOSIVE SHELLS!
I WANT TO TRY SOMETHING MY WAY!
I NOTICED TWO METAL STUDS UPON HIS TORSO--!
THEY MUST BE HIS MAIN FUNCTION CONTROLS!
IF I CAN MANAGE--TO PUT THEM--OUT OF ACTION--!
HURRY-- BEFORE HE TURNS!
IF I GUESSED RIGHT--HE'LL NEVER TURN AGAIN!
MY HUNCH PAID OFF!
I WAS LUCKY ENOUGH TO SMASH HIS MOBILITY CONTROL--!
HE'LL NEVER MOVE AGAIN!
A SPLIT-SECOND LATER, THE CHAMBER IS FILLED WITH ZEMO, AND HIS MERCILESS PRIVATE MILITIA--!
IT ISN'T POSSIBLE!
NOTHING ON EARTH CAN TOPPLE MY DESTRUCTON!
YOUR ROBOT WAS POWERFUL AS YOU CLAIMED, ZEMO--!
BUT YOU GAVE HIM AN ACHILLES' HEEL--
BY DESTROYING HIS CONTROL STUDS--
--HE BECOMES TOTALLY HELPLESS!

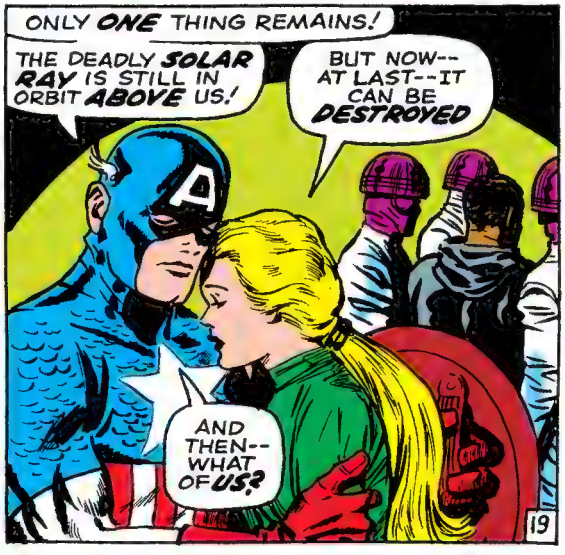
YOU'VE FRUSTRATED ME FOR THE LAST TIME!
FIRE AT WILL!!
IT WON'T WORK, ZEMO--!
YOU'VE MADE YOUR FINAL MISTAKE!
HOLD YOUR FIRE!!
YOU'RE FIGHTING IN BEHALF OF AN IMPOSTOR--!
THIS ISN'T THE REAL BARON ZEMO--!
--AND I CAN PROVE IT!
I NOTICED THAT HIS FACE MASK WAS LOOSE!
ZEMO'S WAS TIGHT AS A DRUM!
NOBODY COULD EVER REMOVE IT--LIKE THIS!
I--ADMIT IT!
I'M NOT-- BARON ZEMO!!
NOW I RECOGNIZE YOU--
I WAS ZEMO'S PILOT! I FLEW OVER THE SITE THE DAY HE DIED--
THEN, I WAITED TILL HIS DEATH WAS FORGOTTEN, AND I RETURNED TO THE SITE!
I STUDIED HIS PAPERS-- LEARNED HIS SECRETS--
TRAITOR!! YOU HAVE DECEIVED US!
WE SERVE ONLY ZEMO!
BUT--DON'T YOU SEE? ZEMO IS DEAD!
YOU LIED TO US! YOU MUST PAY FOR THAT!
KRRAK!
THE ENTIRE WORLD --WAS ALMOST-- WITHIN MY GRASP--
BUT NOW-- IT'S ENDED-- FOREVER!
-:UHHHH!:-
18

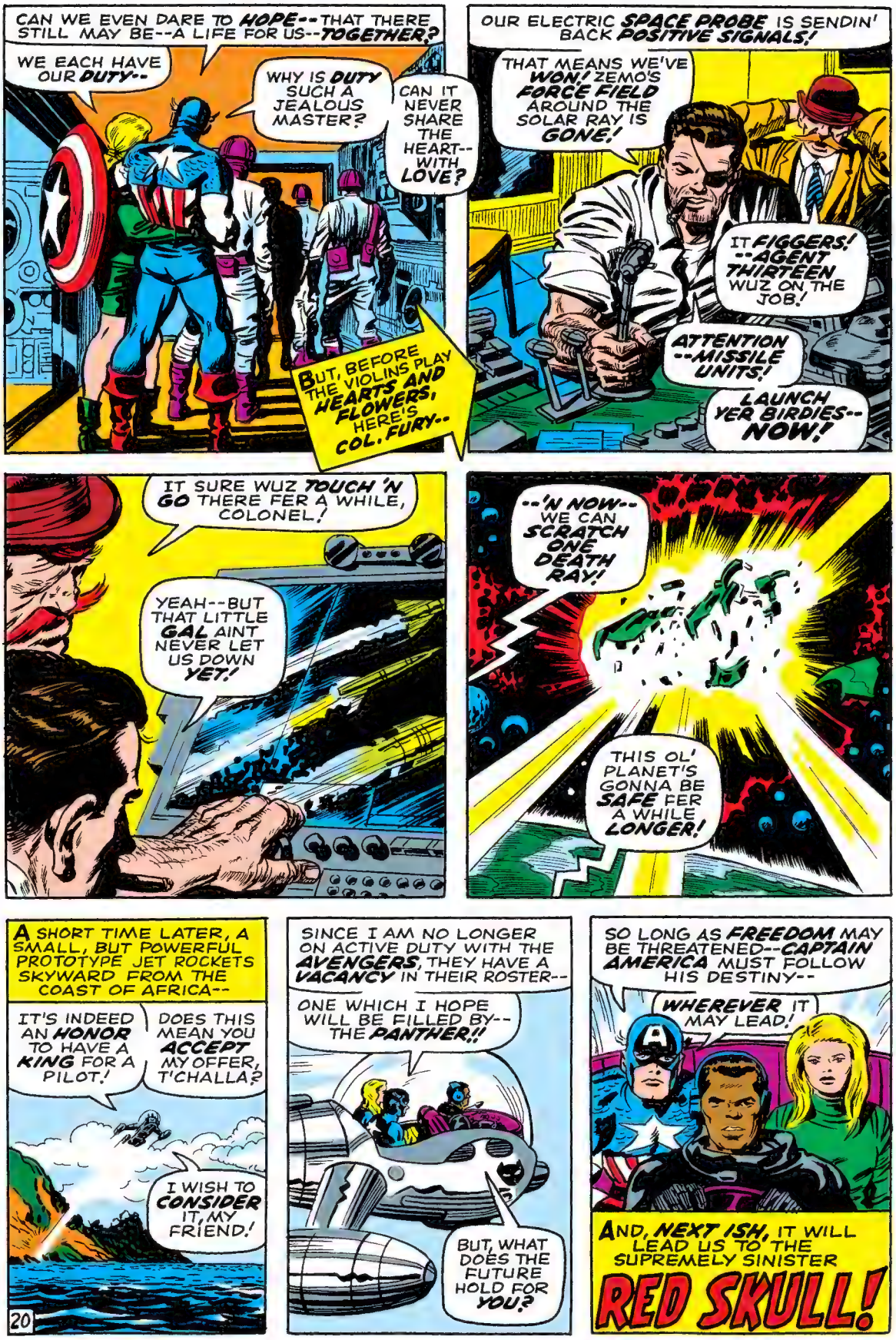

LAY DOWN YOUR ARMS!!
NO LONGER IS THERE REASON FOR YOU TO FIGHT!
YOU ARE WITHOUT LEADER--WITHOUT CAUSE!
HE'S RIGHT! THERE'S NO ONE LEFT TO PAY US--!
BUT WHAT DO WE DO?

I AM T'CHALLA--SON OF T'CHAKA--KING OF ALL THE WAKANDA!
HE STANDS BEFORE THEM LIKE A LEADER BORN--IN WHOSE VEINS THE BLOOD OF CHIEFTAINS FLOWS!
EVEN NOW, MY WARRIORS SURROUND THIS BUNKER--AWAITING MY COMMAND!

THERE IS NO PLACE IN ALL THE JUNGLE WHERE YOU CAN HIDE--NO PLACE WHERE YOU CAN FLEE!
I PLEDGE YOU FAIR TRIAL! I PLEDGE THE JUSTICE OF THE WAKANDA!
THE DECISION IS YOURS!
WE HAVE NO CHOICE!
WE ACCEPT YOUR TERMS!

THE THREAT IS ENDED!
THE BATTLE WON!


ONLY ONE THING REMAINS!
THE DEADLY SOLAR RAY IS STILL IN ORBIT ABOVE US!
BUT NOW--AT LAST--IT CAN BE DESTROYED
AND THEN--WHAT OF US?


CAN WE EVEN DARE TO HOPE--THAT THERE STILL MAY BE--A LIFE FOR US--TOGETHER?
WE EACH HAVE OUR DUTY--
WHY IS DUTY SUCH A JEALOUS MASTER?
CAN IT NEVER SHARE THE HEART--WITH LOVE?
BUT, BEFORE THE VIOLINS PLAY THE HEARTS AND FLOWERS, HERE'S COL. FURY--
OUR ELECTRIC SPACE PROBE IS SENDIN' BACK POSITIVE SIGNALS!
THAT MEANS WE'VE WON! ZEMO'S FORCE FIELD AROUND THE SOLAR RAY IS GONE!
IT FIGGERS! --AGENT THIRTEEN WUZ ON THE JOB!
ATTENTION --MISSILE UNITS!
LAUNCH YER BIRDIES--NOW!
IT SURE WUZ TOUCH 'N GO THERE FER A WHILE, COLONEL!
YEAH--BUT THAT LITTLE GAL AINT NEVER LET US DOWN YET!
--'N NOW--WE CAN SCRATCH ONE DEATH RAY!
THIS OL' PLANET'S GONNA BE SAFE FER A WHILE LONGER!
A SHORT TIME LATER, A SMALL, BUT POWERFUL PROTOTYPE JET ROCKETS SKYWARD FROM THE COAST OF AFRICA--
IT'S INDEED AN HONOR TO HAVE A KING FOR A PILOT!
DOES THIS MEAN YOU ACCEPT MY OFFER, T'CHALLA?
I WISH TO CONSIDER IT, MY FRIEND!
SINCE I AM NO LONGER ON ACTIVE DUTY WITH THE AVENGERS, THEY HAVE A VACANCY IN THEIR ROSTER--
ONE WHICH I HOPE WILL BE FILLED BY--THE PANTHER!!
BUT, WHAT DOES THE FUTURE HOLD FOR YOU?
SO LONG AS FREEDOM MAY BE THREATENED--CAPTAIN AMERICA MUST FOLLOW HIS DESTINY--
WHEREVER IT MAY LEAD!
AND, NEXT ISH, IT WILL LEAD US TO THE SUPREMELY SINISTER
RED SKULL!
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Tales of Suspense #83, page 1 original art
by Jack Kirby & Dick Ayers

10 SUSPENSE JULY '66 #83
TALES OF SUSPENSE #83
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CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II
"ENTER... The TUMBLER!"
CRASH!
A COSTUMED ATTACKER! HE MUST THINK I'M THE REAL CAPTAIN AMERICA!
BUT, NO MATTER! I'LL DEFEAT HIM WITH EASE!
GOOD EVENING, MY STAR-SPANGLED FOE! EVEN THE STRONG-HOLD OF THE MIGHTY AVENGERS CANNOT PREVENT THE TUMBLER'S ENTRY!
STAN LEE • A JACK KIRBY
PANDEMONIUM-PACKED PRODUCTION!
DELINEATED BY: RICHARD AYERS
LETTERED BY: SAMUEL ROSEN
(OR: HOW FORMAL CAN YA BE?)
WATCH MARVEL SUPER-HEROES ON TV

Courtesy Heritage Auctions

Tales of Suspense #85, page 4 original art
by Jack Kirby & Frank Giacoia

TALES OF SUSPENSE 85
13
ONE LAST MIGHTY BLOW, AND BATROC WEEL 'AVE HIS VICTORY!
SO, FAREWELL, CAPTAIN AMERICA! EVEN ZEE GREATEST OF US MUST ONE DAY CRUMBLE!
BATROC... ANYONE EVER TELL YOU THAT YOU TALK TOO MUCH?
THWAK!
YOU'RE GREAT AT DELIVERING EULOGIES...
BUT, THEY DON'T PAY OFF AT THE BOX OFFICE, BROTHER!
THWISSSST!
YOU ARE VERY CLEVAIR WITH ZEE FEET, MON CAPITAIN!
BUT, I MUST ASK YOU TO REMEMBER... NONE IS ZEE EQUAL OF BATROK!
OKAY... IF MY FOOTWORK DOESN'T IMPRESS YOU...
HOW'S THIS FOR SOME FANCY STUFF WEETH ZEE HANDS?
SACRE BLEU!! YOU DARE MOCK ME?! I SHALL... UNNHH!!
SOK!
4
WATCH MARVEL SUPER-HEROES ON TV

Courtesy Heritage Auctions

Tales of Suspense #88, page 2 original art
by Gil Kane

TALES OF SUSPENSE
19
I MANAGED TO BREAK AWAY LONG ENOUGH TO BEAM THIS MESSAGE TO AVENGERS HQ!
IF YOU READ ME, COME TO SEA GULL ISLE, OFF THE EASTERN TIP OF NOVA SCOTIA!
HURRY, CAP! THEY'RE COMING AGAIN! THEY'VE FOUND ME...!
I'LL BE THERE, LAD!
NOTHING THAT LIVES CAN STOP ME NOW!
JARVIS! ALERT THE AVENGERS! I'VE GOT TO LEAVE MY POST!
VERY GOOD, SIR! HAWKEYE IS YOUR ALTERNATE FOR THIS TOUR OF DUTY! I'LL CONTACT HIM AT ONCE!
WHERE SHALL I SAY YOU'VE GONE...?
TELL THEM I HAD TO... NO! SAY NOTHING!
I'VE NEVER ABANDONED MY OFFICER-OF-THE-DAY POST BEFORE!
BUT, I'VE NEVER HAD SUCH CAUSE!
THEY'D JUST THINK... I'M INSANE!
TONY STARK'S NEW SUPERSONIC CRUISER IS THE FASTEST OF ALL OUR SHIPS!
IT'S LUCKY I GAVE IT A SHAKE-DOWN FLIGHT ONLY THIS MORNING! I'LL HAVE IT AIRBORNE WITHIN SECONDS!
USING ITS PROTOTYPE SOLAR CELLS FOR POWER, ANY POINT ON EARTH IS WITHIN ITS FLYING RANGE!
WHIRRRRA
I'VE FLOWN OVER SEA GULL ISLE MANY TIMES... BUT ALWAYS THOUGHT IT WAS JUST A BARREN, LIFELESS CHUNK OF ROCK!
BUT, IF THAT'S WHERE BUCKY IS..!
NO! I MUSTN'T EVEN THINK IT! I MUSTN'T DARE ALLOW MYSELF TO HOPE!
BUT, THROUGH THE POWER OF OUR TIME-SPANNING IMAGINATION, LET US REACH SEA GULL ISLE MINUTES BEFORE THE STAR-SPANGLED AVENGER...AS WE SEE...
THIS IS THE PLACE --- BUT, THERE'S NOTHING THERE BELOW US!
WAIT! LOOK! THAT MOUNTAIN-- IT ISN'T A MOUNTAIN! IT'S MOVING--- LIKE A GIGANTIC, IMPOSSIBLE TRAP DOOR--!
SO...IT WASN'T A HOAX! THERE IS SOMEONE BELOW WHO OFFERED US A FORTUNE TO COME HERE!
2

Captain America #100, page 17 original art
by Jack Kirby & Syd Shores

CA: 100
WAIT! DON'T WASTE ANY MORE EXPLOSIVE SHELLS!
I WANT TO TRY SOMETHING MY WAY!
I NOTICED TWO METAL STUDS UPON HIS TORSO--!
THEY MUST BE HIS MAIN FUNCTION CONTROLS!
IF I CAN MANAGE--TO PUT THEM--OUT OF ACTION--!
HURRY-- BEFORE HE TURNS!
IF I GUESSED RIGHT--HE'LL NEVER TURN AGAIN!
MY HUNCH PAID OFF!
I WAS LUCKY ENOUGH TO SMASH HIS MOBILITY CONTROL--!
HE'LL NEVER MOVE AGAIN!
A SPLIT-SECOND LATER, THE CHAMBER IS FILLED WITH ZEMO, AND HIS MERCILESS PRIVATE MILITIA--!
IT ISN'T POSSIBLE!
NOTHING ON EARTH CAN TOPPLE MY DESTRUCTION!
YOUR ROBOT WAS POWERFUL AS YOU CLAIMED, ZEMO--!
BUT YOU GAVE HIM AN ACHILLES' HEEL--
BY DESTROYING HIS CONTROL STUDS--
--HE BECOMES TOTALLY HELPLESS!
17

Courtesy Heritage Auctions
Courtesy Heritage Auctions

Tales of Suspense #98, page 1 production "record neg" photostat displaying marginal story, editorial and proofreading notes

SUSPENSE #98 OCT
SUSPENSE #98
CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™
"THE CLAWS OF THE PANTHER!"
LOCKED WITHIN AN AUTOMATIC MAGNA-SHIP, CAP HURTLES INTO THE HEART OF DARKEST AFRICA, IN ANSWER TO AN URGENT SUMMONS FROM THE BLACK PANTHER--WHEN SUDDENLY--
A BLISTERING RAY--FROM SOMEWHERE IN SPACE!!
IT JUST MISSED THE SHIP--BY INCHES!
THE LATEST, AND POSSIBLY THE GREATEST CREATION BY THE AWARD-WINNING
STAN (THE MAN) and JACK (KING)
LEE KIRBY
EMBELLISHED BY: JOE SINNOTT
LETTERED BY: ARTIE SIMEK
WARNING!
PREPARE YOURSELF FOR THE UNEXPECTED SHOCK OF A LIFETIME WHICH AWAITS YOU AT THE CONCLUSION OF THIS CATACLYSMIC CHRONICLE--!

TALES OF SUSPENSE is published by VISTA PUBLICATIONS, INC. OFFICE OF PUBLICATION: 625 MADISON AVENUE, NEW YORK, N. Y. 10022. SECOND CLASS MAIL PRIVILEGES AUTHORIZED AT NEW YORK, N. Y. ADDITIONAL ENTRY AT Meriden, Conn. Published monthly.
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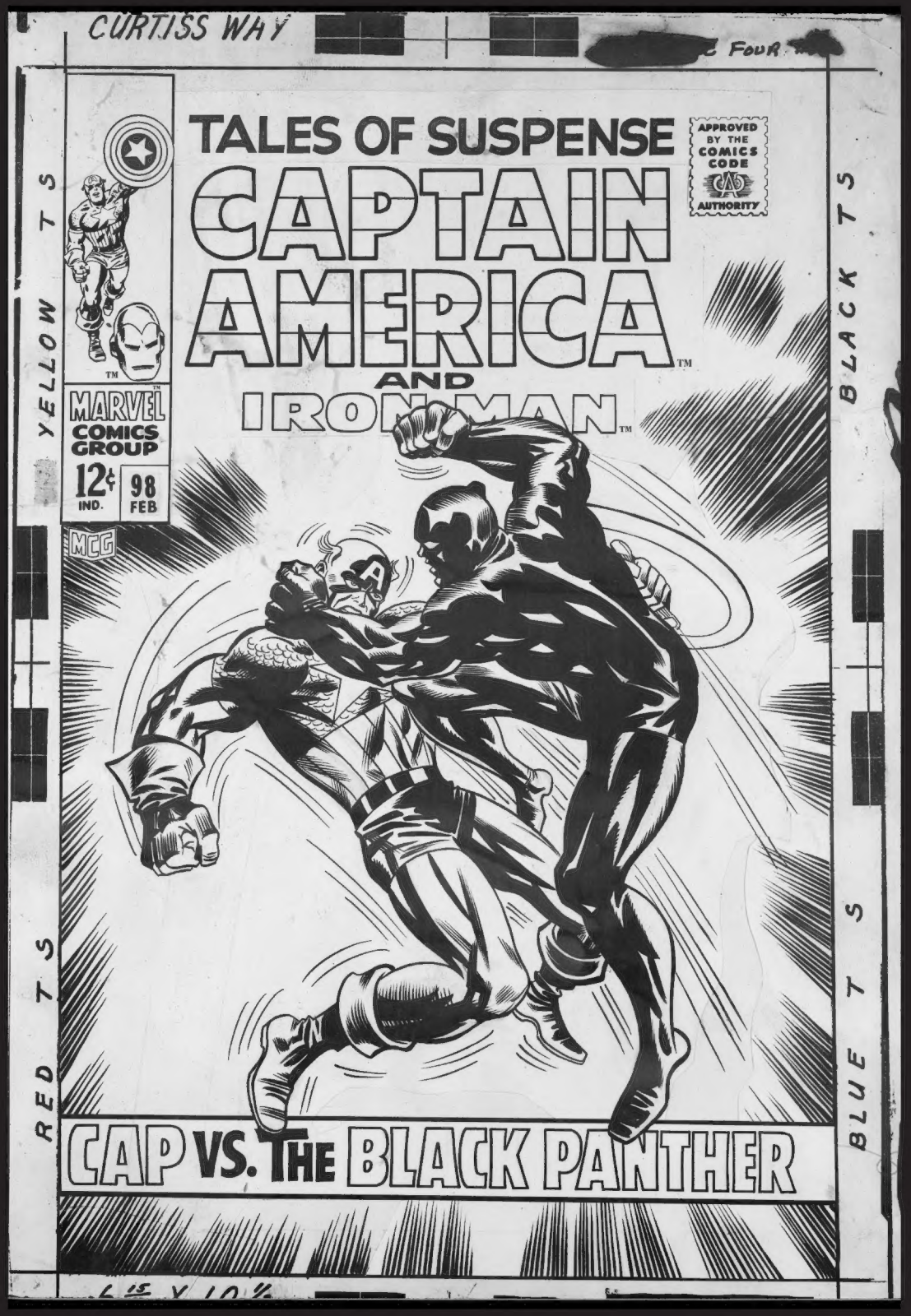
Tales of Suspense #98, page 5 production "record neg" photostat displaying marginal story, editorial and proofreading notes

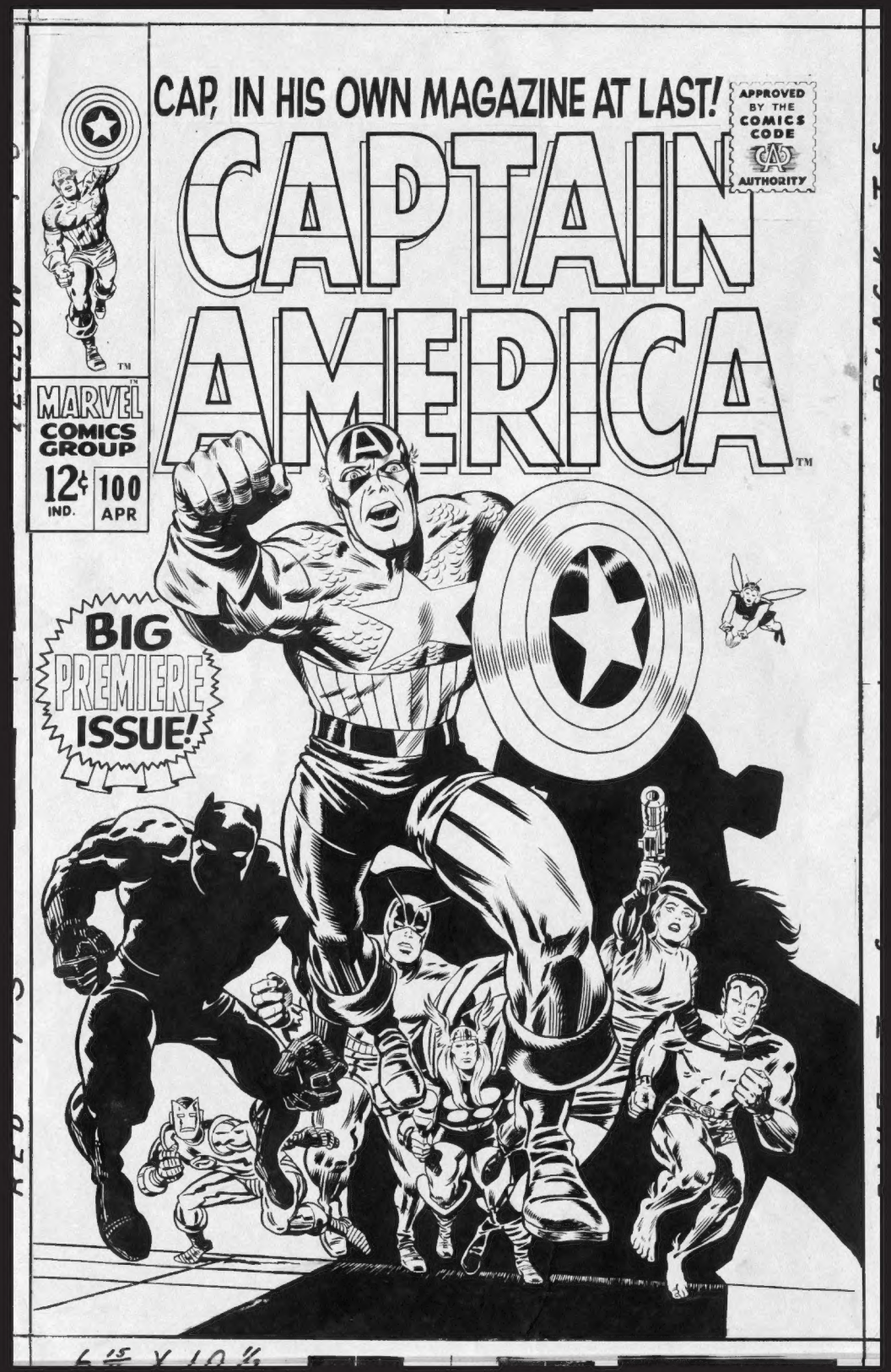
SUSPENSE #98
5
WHILE, BACK AT THE HEADQUARTERS OF THE BLACK PANTHER--
THE SOLAR BOLT WHICH ALMOST STRUCK YOU COMES FROM A SOURCE HIGH IN THE SKY!
YOU CAN SEE IT THERE IN THE REFLECTIVE LENS OF MY TRACKING SCOPE!
BUT WHO PUT IT IN ORBIT THERE??
AND, FOR WHAT PURPOSE?
WHY DON'T YOU ANSWER??
THERE'S SOMETHING YOU'RE NOT TELLING ME!
YOU ARE MOST PERCEPTIVE, MY FRIEND!
BUT, I CANNOT THE ONE WHO IS OUR ENEMY--FOR YOU WOULD NOT BELIEVE!
YOU MUST BE PATIENT--
BEFORE VERY LONG, YOU SHALL SEE HIM WITH YOUR OWN EYES!
BUT I CAN TELL YOU THIS--
THE AWESOME, MURDEROUS OBJECT ORBITING ABOVE MANKIND IS ACTUALLY A SOLAR HEAT PROJECTOR--
WITH ITS ELECTRONIC JAWS OPEN AND ITS MIRROR CATCHING THE RAYS OF THE SUN--
IT IS A THOUSAND TIMES MORE DESTRUCTIVE THAN THE WORLD'S LARGEST H-BOMB!
FOR, HOVERING SILENTLY ABOVE US--PROTECTED BY AN UNSHATTERABLE FIELD OF VIBRATORY FORCE
IT CAN INSTANTLY WIPE OUT ANY AREA ON EARTH, WITH A SINGLE, WITHERING SOLAR BLAST!
5

CONTINUED AFTER NEXT PAGE

Tales of Suspense #98 cover production photostat with the original "Black Panther" cover copy, likely changed to "Panther" on the final cover to sidestep confusion with the emerging Black Panther Party



Captain America #100 cover production photostat featuring the original Baron Zemo background



BIOGRAPHIES

STAN LEE

Stanley Lieber was born in New York City in 1922, the oldest son of Jewish immigrants from Romania. Upon an early graduation from high school, Stan was thrust out into the post-Depression wartime economy. Through family connections, he was able to land a job with Martin Goodman's comic-book publishing start-up, Timely Comics, as an assistant editor. His youthful aspiration was to one day write the "Great American Novel," so when his first professional writing job came, in the form of a humble two-page text story in *Captain America Comics* #3, he adopted a pseudonym: Stan Lee. This way, he could reserve his real name for that novel-to-be.

But the world of comics managed to keep Stan Lee constantly employed. His proficiency on the job got him the position of managing editor at an extremely young age. He graduated from simple text pieces to full-length stories in *All-Winners*, *USA Comics*, and other Timely anthologies. His tenure in the '50s saw him expand the company (now called Atlas Comics) output to include more genre experimentation, with westerns, war, horror and crime comics.

All this activity was a prelude to the Marvel Age of Comics, ushered in under the auspices of Stan Lee and a small stable of artists topped off by the formidable talents of Jack Kirby and Steve Ditko. Responding to Martin Goodman's challenge to do something to find a way to revitalize dwindling sales, Stan figured he would co-opt the successful super-hero revival at competitor DC Comics and add his own magic to the mix: Instead of being perfect invulnerable champions, Stan's Marvel Age heroes would be normal, fallible, imperfect people, forced to cope with their newfound superhuman traits just like the average person might.

Stan's innovation sent shock waves through the comics industry, and within a few years, Marvelmania was taking hold: unlike other fads of the time, it wasn't letting go. Under his direction, creations like Fantastic Four, Spider-Man, Iron Man, Thor, Doctor Strange and Incredible Hulk flourished in the shared universe they inhabited. Stan developed the idea that these larger-than-life heroes would meet each other in crossovers from title to title, thus exploding the story possibilities for the kids who became eager fans.

In addition to bringing a new twist to the life of the super hero, Stan also brought the reader inside Marvel's "Batty Bullpen," creating a sense of camaraderie and special membership. His friendly and enthusiastic banter in letters pages, house ads, and Bullpen Bulletins brought Marvel Comics to a level of familiarity with their fans that had kids and college students proudly professing themselves to be "True Believers."

At one time, Stan wrote virtually every comic that appeared from Marvel during the 1960s. But when he was promoted to Publisher in 1971, his writing had to take a backseat, and by the mid-'70s, he semi-retired from scripting duties. Over the years, Stan has returned to write scripts for the odd single issue or series, focusing on Marvel's ventures into television and movie development. To this day, he remains Marvel Comics' single greatest ambassador to the world.

JACK KIRBY

Jacob Kurtzberg was born in 1917 into a gritty upbringing on the streets of New York's Lower East Side. It would be many years before he would adopt the more familiar name of Jack Kirby, but his experiences on the street would help inform the work that later made him a legend. Unlike many of his rough-and-tumble peers, his imagination inspired him to look beyond the commonality of everyday life. He was inclined at an early age to pursue drawing, and he was also a guy who wanted to "get things done." This hard work ethic and ambition took him places most men of humble stations like him would never dream of going.

After some early strip work helped get his name out to prospective employers, a fateful meeting with artist Joe Simon connected the two at the hip, and vaulted both of them into comics prominence. Together, they developed *Captain America* for Timely Comics, and Jack immediately helped redefine what comics could be with his innovative page designs and proportion-exploding panels.

Soon, Simon & Kirby were working with National Publications, turning out hit kid-gang comics like *Newsboy Legion* and *Boy Commandos*, as well as super-hero fare like *Sandman* and *Manhunter*. Like many of his peers, he served honorably in WWII, with combat duties that took him through the European theater.

In the '50s, Jack returned to comics, helping establish the romance genre with its first title, *Young Romance Comics*. More genre work followed for Timely/Atlas, with a prolific output that covered western, war, and monster genres. When it came time to launch the Marvel Age of Comics, Jack brought his dynamic layouts, unparalleled bombast and unbridled creativity to the fore in books like *Fantastic Four*, *Avengers*, *X-Men*, *Incredible Hulk* and *Thor*, leaving his unmistakable stamp on the characters he created.

The King's way of doing things was so popular that it set the tone for many of Stan Lee's editorial decisions throughout the '60s; before they were entrusted with taking over completely, new artists were often assimilated onto books by drawing over Jack's layouts. Jack left Marvel for DC in 1970, this time handling the scripting chores as well as the art duties. Jack's "Fourth World" books, along with *Kamandi*, *OMAC* and *The Demon*, were just a few of the highlights of his tenure at DC before returning to Marvel in the '70s to lend his unbridled imagination to a new cast of creations: *The Eternals*, *Devil Dinosaur*, and *Machine Man*. In addition, he returned to the pages of *Captain America*, the character he had first made famous 35 years previously.

Jack continued creating comics throughout the '90s until passing away in 1994, a creative giant for whom the word "legend" may be too small a title.

GIL KANE

A gentleman and true master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles, and dynamic action present in every page gave Kane's work a language all its own. A language that reflected what to him were twin components of any drawing: grace and power, both irreducible elements of his style.

Gil Kane was born to parents who were Jewish émigrés, in this case from Latvia. Born in 1926 as Eli Katz, his family moved to Brooklyn, NY, three years later. He studied art in high school but left school when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics), the publisher of *The Shield*. He would also do spot work for the other studios, but with WWII roaring, the young man enlisted in the army and served in the Pacific theater.

Upon his return, he permanently adopted the pseudonym Gil Kane, and got back to the business of creating comics. By the late '50s, when the Silver Age super-hero revival was slowly inching out of quiescence, Kane truly began to make his mark, and in so doing, created what many feel to be the definitive take on the Green Lantern in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

But it wasn't only DC he worked for, as he would also be turning in pages for Marvel Comics, becoming the first artist to have work bearing his name published simultaneously by both companies. His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Gil represented some of his finest work to date.

He would make waves as he settled into his run as penciler of *Amazing Spider-Man* with the notorious "drug issues" from #96-98, which were the first comics of the day to eschew the Comics Code in order to tell a hard-hitting story highlighting the negative effects of drug use. A few years later, Gil Kane was also behind the drawing board for the pivotal "Death of Gwen Stacy" issues of *Amazing Spider-Man*.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering countless iconic cover images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Gil gave life to their newly interpreted version of Adam Warlock, and co-created comics' first kung-fu action hero, Iron Fist.

Always searching to expand the audience, format and sophistication of comic art, Kane conceived and illustrated the independent graphic novel, *Blackmark* in 1971, considered by many to be the first American graphic novel. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Gil's work appeared regularly up to the year 2000 with brief stops in the '70s and '80s, as he dabbled in TV animation. He was ushered into the Eisner Hall of Fame in 1997, and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

ROY THOMAS

Roy Thomas broke into the comics business in 1965, a bright-eyed young man from Missouri who would come to personally represent the inevitable promise of the medium finally made manifest: the fan that was raised on the stories was now creating them. Along with fellow fan Jerry Bails, Roy developed the first known organized comic fandom in the pages of *Alter Ego,* their self-published fanzine that connected together longtime and avid readers of comic books.

Leaving a teaching job, Roy took his deep knowledge of comics characters and their history and moved to New York City, taking advantage of an opportunity to work at DC Comics. His stay lasted little over a week, and he moved quickly across town to Marvel, where his career in comics started in earnest. As staff writer under Stan Lee, his duties quickly matured from proofreading and spot writing to more serious work as an assistant editor, where his acumen at remembering the minutia of Marvel history came in handy for his forgetful boss.

Titles as disparate as *Modeling With Millie, Kid Colt,* and *Sgt. Fury* were written under his auspices, but his burning desire to write his own super-hero comics was held at bay. Eventually, he was able to write a few super-hero stories as fill-ins for Stan Lee: "My Life For Yours!," the Iron Man feature in *Tales of Suspense* #73, and a pair of Dr. Strange stories for *Strange Tales.*

Stan must have liked what he was reading, because after this seeming trial period, Roy "The Boy" (as he was called around the Bullpen) was given his own books for keeps. Roy closed out 1966 holding the reins to both *Sgt. Fury* and *The X-Men.* The latter book was a big deal for him personally, as his true love in writing was not *just* super-hero books, but super-hero *team* books! Along with artist Werner Roth, Roy carried the book through its post-Lee/Kirby tenure, creating characters along the way like Banshee, Sunfire, and Havok, culminating in his watershed collaboration with Neal Adams.

Proving his mettle on *X-Men* led him to *The Avengers,* and it was with this team that Roy really started crafting his legacy. In the pages of Earth's Mightiest Heroes, Roy introduced the Vision, drafted the Black Panther into membership, and wrote the "Kree/Skrull War." All in all, Roy logged serious time as writer of *Doctor Strange, Sub-Mariner, The Incredible Hulk, Captain Marvel* and more before the '60s concluded.

As he marched into the '70s, Roy's influence at Marvel widened even further to include the first adaptation of Robert E. Howard's *Conan the Barbarian,* a reinvention of Adam Warlock, and new super-team, The Defenders. By 1972 Roy was selected to succeed Stan Lee as Editor-In-Chief after the maestro of Marvel moved on to duties as Publisher. His tenure as EIC lasted for over two years before he returned to his writer/editor role, creating *Savage Sword of Conan*, *What If...?*, and the WWII heroes, the Invaders.

In 1980, he left the House of Ideas for DC Comics to pursue a lifelong dream by reviving the Justice Society of America in the pages of *All-Star Squadron.* He wrote many more comics for DC and Marvel over the next two decades and is still active today, writing comics, historical studies, adaptations of classic novels, and publishing a new version of *Alter Ego.* He lives in South Carolina with his wife and collaborator, Dann, and an amazing menagerie of animals that must make the neighbors nervous!

JACK SPARLING

Born in 1916 in Winnipeg, Manitoba, Canada, artist Jack Sparling had a long and varied career in comic illustration. Certain he wanted to be an artist from a young age, Sparling learned to draw at the Arts and Crafts Club of New Orleans, then attended formal art school at the Corcoran College of Art and Design in Washington, D.C. A prolific strip artist during the '40s, Sparling drew *Hap Hopper, Washington Correspondent* and *Claire Voyant.* His journeyman schedule also allowed for various comic projects across all genres for Lev Gleason and Fawcett, and, as the '50s and '60s unfolded, Dell (*The Outer Limits, Mission Impossible*), Gold Key (*Mighty Samson*) and DC (*House of Secrets, The Witching Hour*). His Marvel credits included a Captain America story in *Tales of Suspense* #87, an original X-team tale in *The X-Men* #30, and an early '80s run on *Ghost Rider.*

Biographical material researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS

ALSO AVAILABLE IN HARDCOVER

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CAPTAIN AMERICA VOLS. 1-6
CAPTAIN MARVEL VOLS. 1-4
DAREDEVIL VOLS. 1-6
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-3
DOCTOR STRANGE VOLS. 1-5
THE FANTASTIC FOUR VOLS. 1-13
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-6
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-7
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RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-4
THE MIGHTY THOR VOLS. 1-11
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

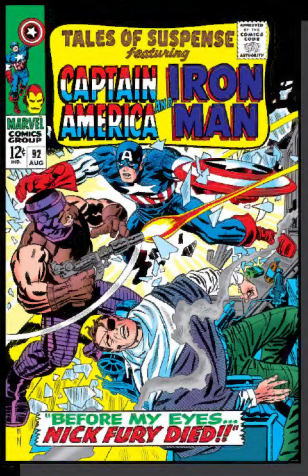
THE ATLAS ERA

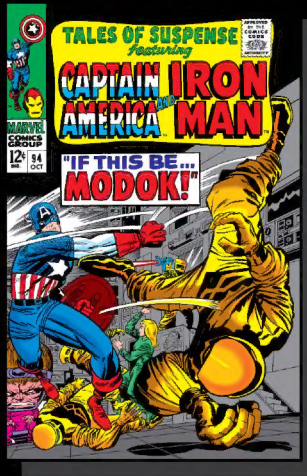
Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

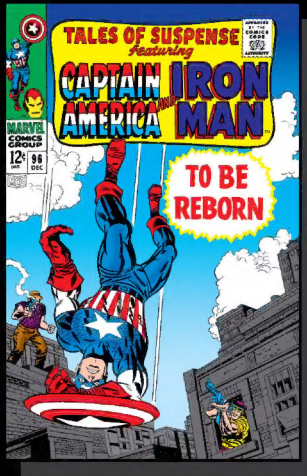
ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-2
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

TALES OF SUSPENSE
featuring
IRON MAN AND CAPTAIN AMERICA
FEATURING: POWER MAN! THE SWORDSMAN! And a MAULY MENACING MYSTERY VILLAIN!

TALES OF SUSPENSE
featuring
CAPTAIN AMERICA AND IRON MAN
"...AND MEN SHALL CALL HIM TRAITOR!"
THE MOST INCREDIBLE CRIME OF ALL TIME!







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COLLECTING *TALES OF SUSPENSE* #82-99 & *CAPTAIN AMERICA* #100